

# EXHIBIT 1

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| <p style="text-align: right;">Page 1</p> <p>1 UNITED STATES DISTRICT COURT<br/>2 NORTHERN DISTRICT OF ILLINOIS<br/>3 EASTERN DIVISION<br/>4 -----<br/>5 Edna Franchini et al.,<br/>6<br/>7 Plaintiffs,<br/>8<br/>9 vs. Case Number :1:2021cv05075<br/>10<br/>11 Accu-Time Systems, Inc.,<br/>12<br/>13 Defendant.<br/>14 -----<br/>15 Deposition of Lisa Gladysz 30(b)(6)<br/>16 Friday<br/>17 January 28th, 2022<br/>18<br/>19 -at-<br/>20<br/>21 Zoom Remote Deposition<br/>22<br/>23<br/>24<br/>25</p>  | <p style="text-align: right;">Page 3</p> <p>1 Also present:<br/>2 Laura Michenfelder<br/>3<br/>4 RECORDER: Okay. Zoom is recording. Good<br/>5 morning. We are now on the record. Today is Friday,<br/>6 January 28th, 2022. The time is now 9:01 a.m. We are<br/>7 meeting remotely today for the deposition of Lisa<br/>8 Gladysz in the matter of Edna Franchini et al. v.<br/>9 Accu-Time Systems, Inc., case number 1:2021cv05075.<br/>10 The venue is Northern District of Illinois, Eastern<br/>11 Division. Ms. Gladysz, my name is Kristyn Simpson.<br/>12 I'm a notary public, and I'm recording this deposition<br/>13 on behalf of Exhibit 5, LLC. This deposition is being<br/>14 recorded remotely via Zoom in accordance with Illinois<br/>15 Public Act 101-0640. Ms. Gladysz, would you please<br/>16 confirm your identity by placing a valid picture ID in<br/>17 front of the camera briefly?<br/>18 MS. GLADYSZ: Sure. I can't see it from<br/>19 here.<br/>20 MR. ZEITLIN: Yeah.<br/>21 MS. GLADYSZ: I'm not sure I'm in focus.<br/>22 MR. ZEITLIN: Yeah.<br/>23 MS. GLADYSZ: Should I move it?<br/>24 MR. ZEITLIN: Let's see.<br/>25 MS. GLADYSZ: I'll move it. There we go.</p> |
| <p style="text-align: right;">Page 2</p> <p>1 APPEARANCES<br/>2<br/>3 For the Plaintiffs:<br/>4 Mara A. Baltabols<br/>5 David J. Fish<br/>6 Fish Potter Bolanos, P.C.<br/>7 200 East 5th Avenue<br/>8 Suite 123<br/>9 Naperville, Illinois 60563<br/>10<br/>11 For the Defendant:<br/>12 Sonya Rosenberg<br/>13 Neal, Gerber &amp; Eisenberg, LLP<br/>14 2 North LaSalle Street<br/>15 Suite 1700<br/>16 Chicago, Illinois 60602<br/>17<br/>18 For the Defendant:<br/>19 Andrew M. Zeitlin<br/>20 Shipman &amp; Goodwin LLP<br/>21 300 Atlantic Street<br/>22 3rd Floor<br/>23 Stamford, Connecticut 06901<br/>24<br/>25</p> | <p style="text-align: right;">Page 4</p> <p>1 MR. ZEITLIN: Are you able to see that or not<br/>2 so well?<br/>3 RECORDER: No, it's kind of fuzzy.<br/>4 MS. GLADYSZ: What do think of this here?<br/>5 RECORDER: There we go, yep. Confirmed.<br/>6 Thank you very much. At this time, would all attorneys<br/>7 in the virtual room please stipulate that it's okay to<br/>8 administer the oath -- oath to Ms. Gladysz even though<br/>9 she is currently not located within the state of<br/>10 Illinois?<br/>11 MR. FISH: Agreed.<br/>12 MR. ZEITLIN: That's fine. Yep, that's fine.<br/>13 RECORDER: Great. Thank you. At this time,<br/>14 would you please raise your right hand for the oath?<br/>15 (Witness sworn)<br/>16 RECORDER: Thank you. Would the attorneys<br/>17 please state their appearances for the record?<br/>18 MR. FISH: David Fish for Plaintiff. 0:01:49<br/>19 MR. ZEITLIN: Andrew --<br/>20 MS. BALTABOS: Mara Baltabos for Plaintiff.<br/>21 MR. ZEITLIN: I'm sorry. I didn't get the<br/>22 name?<br/>23 MS. BALTABOS: Mara Baltabos.<br/>24 MR. ZEITLIN: Oh, oh, okay. Sorry, Mara.<br/>25 MS. BALTABOS: Hi.</p>  |

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| <p style="text-align: right;">Page 5</p> <p>1 MR. ZEITLIN: Yeah, how -- how are you? Andy</p> <p>2 Zeitlin for the Defendant.</p> <p>3 MS. ROSENBERG: Sonya Rosenberg for the</p> <p>4 Defendant.</p> <p>5 RECORDER: Great. And would anyone else in</p> <p>6 the virtual room please state their appearance for the</p> <p>7 record.</p> <p>8 MS. MICHENFELDER: Laura Michenfelder for the</p> <p>9 Plaintiff. 0:02:16</p> <p>10 RECORDER: Wonderful. That completes the</p> <p>11 required information and we can proceed.</p> <p>12 EXAMINATION</p> <p>13 BY MR. FISH:</p> <p>14 Q. Good morning, Ms. Gladysz. Can you please</p> <p>15 state your name?</p> <p>16 A. Sure. It's Lisa Gladysz.</p> <p>17 Q. And what is your job? What do you do for a</p> <p>18 living?</p> <p>19 A. I am the president and chief executive</p> <p>20 officer of Accu-Time Systems.</p> <p>21 Q. All right. You've been designated on behalf</p> <p>22 of Accu-Time Systems to testify on its behalf pursuant</p> <p>23 to the notice of deposition in this case, is that</p> <p>24 correct?</p> <p>25 A. That's correct.</p>   | <p style="text-align: right;">Page 7</p> <p>1 course subject to the -- the court order that was</p> <p>2 entered that limits the deposition to personal</p> <p>3 jurisdiction.</p> <p>4 MR. FISH: Correct.</p> <p>5 Q. Ms. Gladysz, do you know how many users have</p> <p>6 utilized Accu-Time's finger scanning devices in the</p> <p>7 state of Illinois?</p> <p>8 MR. ZEITLIN: Objection, but you may answer</p> <p>9 the question if you can. 0:04:48</p> <p>10 A. So how -- how are you defining users? What</p> <p>11 do you mean by "users"?</p> <p>12 Q. People who work at jobs where they have to</p> <p>13 scan a fingerprint to clock in or clock out.</p> <p>14 A. So in the state of Illinois --</p> <p>15 Q. Correct. 0:05:04</p> <p>16 A. -- approximately -- as of the end of 2021,</p> <p>17 approximately 14,000.</p> <p>18 Q. And for what time period is that?</p> <p>19 A. That's as of -- that's a snapshot in time as</p> <p>20 of the end of 2021.</p> <p>21 Q. Oh, so there's -- at -- currently -- well, as</p> <p>22 of the end of 2021, there are 14,000 employees in</p> <p>23 Illinois who are utilizing Accu-Time's finger scan</p> <p>24 device in the state, correct?</p> <p>25 MR. ZEITLIN: Objection as to form. You may</p>  |
| <p style="text-align: right;">Page 6</p> <p>1 Q. Okay. And you've reviewed the notice of</p> <p>2 deposition? You -- you froze for a minute.</p> <p>3 A. I have.</p> <p>4 MR. FISH: Okay. I'm going to mark it as</p> <p>5 Exhibit 0. I emailed that to you just this morning,</p> <p>6 Counsel, the -- the notice that we previously sent.</p> <p>7 MR. ZEITLIN: Yeah.</p> <p>8 Q. You're prepared to testify as to the nine</p> <p>9 topics listed on Exhibit 0, the notice of deposition?</p> <p>10 A. I am. 0:03:26</p> <p>11 Q. Okay. Can you tell me briefly your</p> <p>12 background in terms of positions you have held at</p> <p>13 Accu-Time?</p> <p>14 A. Sure. I was hired in October of 2010 as the</p> <p>15 controller. I became the chief financial officer, and</p> <p>16 then last -- sorry, two years ago, December -- April</p> <p>17 1st, 2020, I became the president and CEO.</p> <p>18 Q. And those aren't what I typically consider as</p> <p>19 technical titles in terms of, you know, technology, but</p> <p>20 you're still prepared to testify today within the scope</p> <p>21 of the deposition notice about how Accu-Time's system</p> <p>22 works, is that correct?</p> <p>23 A. Yes, yes, I am.</p> <p>24 Q. Okay. All right.</p> <p>25 MR. ZEITLIN: And -- and -- and of -- and of</p> | <p style="text-align: right;">Page 8</p> <p>1 answer.</p> <p>2 A. Yes, there's a -- there's a total of</p> <p>3 approximately 124,000 employees in the state of</p> <p>4 Illinois, and this number fluctuates as customers join</p> <p>5 our -- contract with us or leave our service, so the</p> <p>6 number is -- is not static, but out of that 124,000,</p> <p>7 roughly -- a little over ten percent use the biometric</p> <p>8 finger scan.</p> <p>9 Q. Have you looked back historically since, I'll</p> <p>10 say, 2017 to see how many users in Illinois have</p> <p>11 utilized Accu-Time's biometric finger scanner in the</p> <p>12 state of Illinois?</p> <p>13 A. How --</p> <p>14 MR. ZEITLIN: I'm going to -- I'm -- I'm</p> <p>15 going to object as to form as well as the relevant time</p> <p>16 period, but you may answer if you're able to.</p> <p>17 A. So have we looked back? No, not to -- I</p> <p>18 couldn't give you a number but the -- the -- the system</p> <p>19 -- at -- at most, we've had 18 customers use the system</p> <p>20 for biometrics. At the end of 2021, we have 16.</p> <p>21 Q. You're talking about 18 customers in the</p> <p>22 state of Illinois, correct?</p> <p>23 A. Eighteen customers using biometrics. At --</p> <p>24 at --</p> <p>25 Q. Within the state of Illinois?</p> |

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| <p style="text-align: right;">Page 9</p> <p>1 A. Within the state of Illinois. 0:07:10</p> <p>2 Q. Okay. For purposes of your deposition, have</p> <p>3 you made any effort to look at the total number of</p> <p>4 users in the state of Illinois over any period of time</p> <p>5 other than the snapshot at the end of 2021?</p> <p>6 A. I would say yes. We've looked at it. This</p> <p>7 is a business model that has grown over the years. It</p> <p>8 started with really one customer and has grown to -- we</p> <p>9 have a total of almost 200 customers globally using the</p> <p>10 system so we -- we have looked at the growth of the</p> <p>11 business model.</p> <p>12 Q. Specifically within the state of Illinois, in</p> <p>13 the past five years has the number of users fluctuated</p> <p>14 substantially or has it kind of all been around that</p> <p>15 14,000 number?</p> <p>16 MR. ZEITLIN: Objection as to form. You may</p> <p>17 answer. 0:08:19</p> <p>18 A. So I don't know the number of users -- the --</p> <p>19 as you defined them, the number of employees using it,</p> <p>20 but I do know within the last, I would say,</p> <p>21 approximately two years the number of customers that we</p> <p>22 had was 12. So we had 12. I know at the end of 2021</p> <p>23 we had 16, but I couldn't infer from that how many</p> <p>24 employees were using the system.</p> <p>25 Q. And -- and typically, in the state of</p> | <p style="text-align: right;">Page 11</p> <p>1 A. We would not be able to. 0:10:19</p> <p>2 Q. Why not?</p> <p>3 A. Once an employee is terminated, their data is</p> <p>4 deleted from our system within a set time period.</p> <p>5 Q. Okay. Do you have a record of the number of</p> <p>6 deletions that have been made from your system?</p> <p>7 A. I -- I don't think so, but I don't know for</p> <p>8 sure.</p> <p>9 Q. Who would know that at Accu-Time?</p> <p>10 MR. ZEITLIN: Objection as to form and -- and</p> <p>11 -- and goes beyond the scope of this deposition. You</p> <p>12 may answer, if you're able to.</p> <p>13 A. I -- I don't know who would know that. I</p> <p>14 don't -- I don't know if it's possible for us to get</p> <p>15 that data.</p> <p>16 Q. How are you able to determine that, as of</p> <p>17 December 2021, there were 124,000 people in Illinois</p> <p>18 that were using Accu-Time's clocks?</p> <p>19 A. So within our system, we can identify -- not</p> <p>20 100 percent certainty but where we believe the time</p> <p>21 clocks are at -- the physical devices are actually</p> <p>22 located, we know which customers use those devices, and</p> <p>23 then we can look at their particular database and</p> <p>24 filter -- we know who's using those devices, if that</p> <p>25 makes sense.</p>  |
| <p style="text-align: right;">Page 10</p> <p>1 Illinois, your biometric time clocks are used by</p> <p>2 employees who are paid on an hourly basis, correct?</p> <p>3 A. That would be correct.</p> <p>4 Q. And so how do you account for turnover in</p> <p>5 terms of the number of employees who have come and go</p> <p>6 -- gone out of the system?</p> <p>7 MR. ZEITLIN: Objection as to form. You may</p> <p>8 answer.</p> <p>9 Q. Is there a rule of thumb in terms of turnover</p> <p>10 that -- that you see?</p> <p>11 MR. ZEITLIN: Same objection. You may</p> <p>12 answer. 0:09:20</p> <p>13 A. No, we -- we -- we don't -- we are not the</p> <p>14 employer and we are not the system of record. So our</p> <p>15 customers use Workday and Workday is the system of</p> <p>16 record that keeps track of their employees and who</p> <p>17 comes, who goes, the hiring and terminations.</p> <p>18 Q. Do you have access to the system of record?</p> <p>19 A. No. We receive data from it but we don't</p> <p>20 have access to it.</p> <p>21 Q. If you needed to determine the total number</p> <p>22 of users in Illinois who have utilized the Accu-Time</p> <p>23 scanner -- biometric scanner within the state of</p> <p>24 Illinois over that five-year period, how would you</p> <p>25 figure that out?</p>   | <p style="text-align: right;">Page 12</p> <p>1 Q. How do you know that for specifically people</p> <p>2 within the state of Illinois? Like, are you looking at</p> <p>3 an IP address? What -- what -- from a -- how do you</p> <p>4 have that information about who is in Illinois?</p> <p>5 A. So when our customers -- when we deploy the</p> <p>6 solution -- when our customers deploy the devices, they</p> <p>7 tell us where they're located. Oftentimes, we ship to</p> <p>8 the location if they request us to. And so based on</p> <p>9 the location of the device and who's registered to use</p> <p>10 that device, we can come within an -- a -- a pretty</p> <p>11 close guess of how many people are actually using it --</p> <p>12 which employees.</p> <p>13 Q. So for the 16 -- approximately 16 customers</p> <p>14 in Illinois who are -- have utilized biometric time</p> <p>15 clocks, are those customers that were sold directly by</p> <p>16 ATS or did they also come through resellers?</p> <p>17 A. No, those are specific -- those were directly</p> <p>18 sold. They're contracted with ATS.</p> <p>19 Q. ATS also uses a network of resellers to sell</p> <p>20 its biometric time clocks within the state of Illinois,</p> <p>21 correct?</p> <p>22 A. That is correct. 0:13:33</p> <p>23 Q. Okay. And does ATS offer warranty support</p> <p>24 for customers who are sold through a reseller?</p> <p>25 A. No, no.</p> |

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| <p style="text-align: right;">Page 13</p> <p>1 Q. Does ATS offer cloud-based backup for</p> <p>2 customers who are sold through a reseller in the state</p> <p>3 of Illinois?</p> <p>4 A. No, we do not.</p> <p>5 Q. Which ATS resellers are located within the</p> <p>6 state of Illinois?</p> <p>7 MR. ZEITLIN: I'm going to -- I'm going to</p> <p>8 object as beyond the scope of the deposition notice</p> <p>9 unless you can tell me which of the nine items it falls</p> <p>10 within.</p> <p>11 MR. FISH: Well, it's relating to activities</p> <p>12 in the state of Illinois. It's relating to, you know,</p> <p>13 the functions of what's going on in the state of</p> <p>14 Illinois, its practices regarding relationships in the</p> <p>15 state of Illinois, sales in the state of Illinois so I</p> <p>16 think it's --</p> <p>17 MR. ZEITLIN: I -- I -- I'm going to object.</p> <p>18 The witness can answer, if she's able to. Maybe you</p> <p>19 can repeat the question.</p> <p>20 A. Yeah, please. 0:15:05</p> <p>21 Q. Are you aware of any ATS resellers that are</p> <p>22 located in the state of Illinois?</p> <p>23 A. That are located -- I'm not aware of any that</p> <p>24 are located in Illinois.</p> <p>25 Q. Okay. But you're aware that ATS resellers</p>   | <p style="text-align: right;">Page 15</p> <p>1 subscription revenue from -- from those customers, is</p> <p>2 that correct?</p> <p>3 A. That is correct. They're discrete hardware</p> <p>4 sales only.</p> <p>5 Q. So basically, ATS sells the hardware to the</p> <p>6 reseller and then the reseller sells it to the</p> <p>7 customer?</p> <p>8 A. That's correct. 0:17:23</p> <p>9 Q. Whereas for the 16 direct customers, it would</p> <p>10 be ATS selling hardware directly to the customer in</p> <p>11 Illinois, correct?</p> <p>12 A. That is correct.</p> <p>13 Q. Does the 16 customers in Illinois include</p> <p>14 customers who also do not use biometric devices, or</p> <p>15 were you just identifying the ones who use biometric</p> <p>16 devices?</p> <p>17 MR. ZEITLIN: Objection as to form. You may</p> <p>18 answer, if you're able.</p> <p>19 A. So the 16 are just the customers that use the</p> <p>20 biometrics. In Illinois, we have a total of 33.</p> <p>21 Q. So there's 33 customers that ATS has in</p> <p>22 Illinois that use ATS's equipment, correct?</p> <p>23 A. Correct. 0:18:21</p> <p>24 Q. And that doesn't include businesses that have</p> <p>25 purchased ATS equipment through resellers, correct?</p>  |
| <p style="text-align: right;">Page 14</p> <p>1 sell ATS products in Illinois, correct?</p> <p>2 A. Well, I'm not a -- entirely sure. They're --</p> <p>3 generally, our customers are national, sometimes even</p> <p>4 global, resellers. I -- I couldn't tell you for</p> <p>5 certain that they've sold in Illinois but I could</p> <p>6 presume that they have.</p> <p>7 Q. And why would you presume that they have?</p> <p>8 A. Because of their size and how large they are</p> <p>9 and how big their customer base is.</p> <p>10 Q. So I'm a little unclear how that would work.</p> <p>11 If a reseller sells an ATS product to a customer</p> <p>12 located in the state of Illinois, who would then</p> <p>13 service that customer?</p> <p>14 A. They do, the reseller.</p> <p>15 Q. And does the reseller then rely on ATS to</p> <p>16 support it for those Illinois-based customers?</p> <p>17 MR. ZEITLIN: Objection as to form. You may</p> <p>18 answer, if you're able to.</p> <p>19 A. So we provide tier-three support so if their</p> <p>20 team cannot service the device -- and this is only for</p> <p>21 hardware -- if their team cannot service the device,</p> <p>22 the reseller can send the device back to us and our</p> <p>23 service techs will take a look at it and repair it.</p> <p>24 Q. So for the sales that come through the</p> <p>25 network of resellers, ATS doesn't have any ongoing</p> | <p style="text-align: right;">Page 16</p> <p>1 A. That is correct.</p> <p>2 Q. Okay. How many resellers does ATS utilize?</p> <p>3 MR. ZEITLIN: Objection as to form. You may</p> <p>4 answer.</p> <p>5 A. I actually don't know that number.</p> <p>6 Q. Is it -- do you know -- can you give me an</p> <p>7 estimate? Are we talking about dozens?</p> <p>8 MR. ZEITLIN: Again -- again, I'm going to</p> <p>9 object. It -- it goes beyond the scope of the -- of</p> <p>10 the -- of the court's order. You know, you're asking</p> <p>11 about ATS's relationships with resellers and the</p> <p>12 witness testified the resellers aren't in -- aren't</p> <p>13 located in Illinois.</p> <p>14 MR. FISH: But they sell in Illinois.</p> <p>15 MR. ZEITLIN: So I'm not sure how -- what's</p> <p>16 that?</p> <p>17 MR. FISH: But they sell in Illinois.</p> <p>18 MR. ZEITLIN: Right. The resellers do but</p> <p>19 ATS doesn't sell in -- to -- to them in Illinois.</p> <p>20 That's the resellers' activities in Illinois.</p> <p>21 Q. How do you know that your resellers are not</p> <p>22 located in Illinois?</p> <p>23 A. So we have -- while -- while I can't give you</p> <p>24 a number, we have really a wide range of sizes of</p> <p>25 customers and so I couldn't tell you with absolute</p> |

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| <p style="text-align: right;">Page 17</p> <p>1 certainty that no one is located in Illinois but of the<br/> 2 major -- what we consider our major customers, we know<br/> 3 that they're not headquartered in Illinois.<br/> 4 Q. You referred to a customer. Did you mean to<br/> 5 say a reseller?<br/> 6 MR. ZEITLIN: Objection as to form. You may<br/> 7 answer. 0:19:56<br/> 8 A. Yes, I meant to say reseller.<br/> 9 Q. Do you know if any of ATS's resellers have<br/> 10 offices in Illinois?<br/> 11 A. I do not know.<br/> 12 Q. Do you know how many biometric collection<br/> 13 devices there are located in the state of Illinois that<br/> 14 are ATS's?<br/> 15 MR. ZEITLIN: Objection as to form. You may<br/> 16 answer.<br/> 17 A. I'm sorry. Could you repeat the question?<br/> 18 Q. How many ATS biometric collection devices are<br/> 19 there in the state of Illinois approximately?<br/> 20 MR. ZEITLIN: And -- and just -- and just to<br/> 21 be clear, are you including the reseller devices?<br/> 22 Q. Well, let's -- it's a good point. Why don't<br/> 23 we talk about both? Do you know how many ATS biometric<br/> 24 collection devices there are in the state of Illinois<br/> 25 that are there through ATS customers approximately?</p> | <p style="text-align: right;">Page 19</p> <p>1 Q. Okay. Why did TimeCom enact a biometric<br/> 2 information retention and destruction policy<br/> 3 specifically for its Illinois customers?<br/> 4 MR. ZEITLIN: I'm going to -- I'm going to<br/> 5 object as beyond the scope of the court's order. Why<br/> 6 they enacted a policy has nothing to do with personal<br/> 7 jurisdiction and it's -- and -- and it -- and it calls<br/> 8 for, you know, potentially attorney-client privileged<br/> 9 information relating to legal advice.<br/> 10 MR. FISH: Well, are you instructing her not<br/> 11 to answer?<br/> 12 MR. ZEITLIN: Well, it -- unless you can<br/> 13 explain how that is within the -- the -- the permitted<br/> 14 discovery as permitted by the court's order, yes, I'm<br/> 15 going to instruct her not to answer. That -- I mean I<br/> 16 -- I don't see how that question relates to personal<br/> 17 jurisdiction. Unless the --<br/> 18 MR. FISH: I'll ask a little bit different<br/> 19 question.<br/> 20 MR. ZEITLIN: Okay. 0:23:54<br/> 21 Q. Accu-Time made a decision to enact a<br/> 22 biometric policy only for customers that are in the<br/> 23 state of Illinois, correct?<br/> 24 MR. ZEITLIN: Can you -- I'm sorry. Can you<br/> 25 just repeat that question?</p> |
| <p style="text-align: right;">Page 18</p> <p>1 A. So not the resellers? Our -- our customers<br/> 2 using the TimeCom solution?<br/> 3 Q. Yes. 0:21:16<br/> 4 A. Biometric devices, again as of the end of<br/> 5 last year, approximately 154, which is about<br/> 6 one-and-a-half percent of the total devices that are<br/> 7 used for our TimeCom solution globally, which is over<br/> 8 10,000.<br/> 9 Q. When you say 10,000, are you -- are you<br/> 10 including those that were sold through resellers?<br/> 11 A. No.<br/> 12 Q. So on average, if you wanted to figure out<br/> 13 the number of biometric devices that each of the 16<br/> 14 customers in Illinois has, you -- I assume you'd divide<br/> 15 16 by 154, so they have approximately ten each on<br/> 16 average?<br/> 17 MR. ZEITLIN: Objection as to form, but you<br/> 18 may answer. 0:22:15<br/> 19 A. I -- I actually don't know if it's -- if it's<br/> 20 that simple. I -- I don't -- I don't know.<br/> 21 Q. And is there a rule of thumb that you tell<br/> 22 customers in terms of how many employees should be<br/> 23 assigned to each -- like, how many biometric devices<br/> 24 they should purchase based on their size?<br/> 25 A. We do not advise them of that.</p>            | <p style="text-align: right;">Page 20</p> <p>1 Q. ATS enacted a biometric policy only for<br/> 2 customers located in the state of Illinois, correct?<br/> 3 MR. ZEITLIN: Same objection. Whatever<br/> 4 policy Accu-Time enacted is not -- has nothing to do<br/> 5 with personal jurisdiction.<br/> 6 MR. FISH: To the extent it's only for<br/> 7 Illinois, it is.<br/> 8 MR. ZEITLIN: Same objection.<br/> 9 MR. FISH: Are you instructing her not to<br/> 10 answer?<br/> 11 MR. ZEITLIN: Well, I'm -- and I'm also going<br/> 12 to object on the grounds that it -- that it goes to<br/> 13 attorney-client privileged information.<br/> 14 MR. FISH: How is me asking her whether<br/> 15 they've only enacted an Illinois policy -- whether<br/> 16 that's privileged.<br/> 17 MR. ZEITLIN: Wouldn't it --<br/> 18 MR. FISH: And if you want to instruct her<br/> 19 not to answer, tell her that and we can take it up with<br/> 20 the court.<br/> 21 MR. ZEITLIN: Well, I want to -- I want to --<br/> 22 MR. FISH: But I want to get through this<br/> 23 deposition and -- and I think your questions -- your<br/> 24 objections are highly inappropriate, so.<br/> 25 MR. ZEITLIN: Why don't you repeat -- why</p>  |



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| <p style="text-align: right;">Page 21</p> <p>1 don't you repeat the question so we're all clear and we<br/> 2 have a clear record of what the question is?<br/> 3 Q. Accu-Time enacted a biometric policy<br/> 4 specifically for employees who work in the state of<br/> 5 Illinois and use ATS equipment, correct?<br/> 6 MR. ZEITLIN: You may answer that question.<br/> 7 Yeah, you may answer that question.<br/> 8 A. Yes, we did. 0:25:36<br/> 9 Q. And it hasn't enacted a biometric policy for<br/> 10 any other state other than Illinois, correct?<br/> 11 MR. ZEITLIN: I -- I'm going to instruct the<br/> 12 witness not to answer that question. That has nothing<br/> 13 to do with personal jurisdiction in the state of<br/> 14 Illinois.<br/> 15 Q. Do you have Exhibit 1 in front of you?<br/> 16 MR. ZEITLIN: What is that -- what is that<br/> 17 document?<br/> 18 MR. FISH: It's the biometric data<br/> 19 information retention policy. I can put it up on the<br/> 20 screen if you --<br/> 21 MR. ZEITLIN: Yeah, why don't you put it -- I<br/> 22 -- I -- I don't -- I didn't -- I -- I have a printout<br/> 23 of a bunch of documents, but I don't know which is one<br/> 24 and which is two, etcetera, so if you could put it up<br/> 25 on the screen that would be helpful.</p> | <p style="text-align: right;">Page 23</p> <p>1 Illinois-based companies, its contacts and how they're<br/> 2 reaching out to Illinois people --<br/> 3 MR. ZEITLIN: But -- but you're asking --<br/> 4 MR. FISH: -- and how they're contracting --<br/> 5 MR. ZEITLIN: I'm sorry.<br/> 6 MR. FISH: -- specifically for the state of<br/> 7 Illinois. So one of the factors the courts look at is<br/> 8 that, and so for you to suggest that entering into or<br/> 9 providing a policy specifically for Illinois is not<br/> 10 relevant to Illinois personal jurisdiction I think is<br/> 11 highly inappropriate. And we can take it up with the<br/> 12 court if necessary, but I hope you'll let the witness<br/> 13 answer.<br/> 14 MR. ZEITLIN: Your -- your question was when<br/> 15 Accu-Time enacted the policy, correct?<br/> 16 MR. FISH: Right. We need to know during<br/> 17 what period of time it was put in place.<br/> 18 MR. ZEITLIN: Yeah, that -- that -- that --<br/> 19 I'm going to instruct the witness not to answer that.<br/> 20 The -- the date of when they enacted the policy is not<br/> 21 relevant to personal jurisdiction.<br/> 22 Q. The policy was -- the biometric policy for<br/> 23 Illinois customers was put into place in the past five<br/> 24 years, is that correct?<br/> 25 MR. ZEITLIN: And -- and again, I'm going to</p> |
| <p style="text-align: right;">Page 22</p> <p>1 MR. FISH: Okay. Can you see Exhibit 1, the<br/> 2 TimeCom "Biometric Data Information Retention and<br/> 3 Destruction Policy for Applicable Illinois Customers"?<br/> 4 MR. ZEITLIN: Does that have a Bates number<br/> 5 on it by any chance? No, it doesn't, right?<br/> 6 MR. FISH: No.<br/> 7 MR. ZEITLIN: Okay. Can you see that?<br/> 8 WITNESS: Mm-hmm. 0:26:48<br/> 9 Q. And Exhibit 1 is ATS's biometric policy for<br/> 10 Illinois customers, correct?<br/> 11 MR. ZEITLIN: We -- we no longer can see it.<br/> 12 MR. FISH: Oh, I'm sorry.<br/> 13 MR. ZEITLIN: What -- okay. You want to --<br/> 14 can you repeat the question?<br/> 15 Q. Exhibit 1 is ATS's biometric policy for<br/> 16 Illinois customers, correct?<br/> 17 A. That is what's on our website, correct.<br/> 18 Q. Do you recall when this was put in place for<br/> 19 Illinois customers?<br/> 20 MR. ZEITLIN: I'm going to object and<br/> 21 instruct the witness not to answer. How is that<br/> 22 relevant to -- I mean again, unless you can explain how<br/> 23 that's relevant to personal jurisdiction.<br/> 24 MR. FISH: It -- it's a policy applicable to<br/> 25 Illinois-based customers, its contracts with</p>  | <p style="text-align: right;">Page 24</p> <p>1 -- I'm going to instruct the witness not to answer that<br/> 2 question.<br/> 3 Q. The biometric policy for Illinois customers<br/> 4 has been provided to each of the Illinois-based<br/> 5 customers that utilize one of ATS's biometric devices<br/> 6 in the state of Illinois, correct?<br/> 7 MR. ZEITLIN: You may -- you may answer that<br/> 8 question.<br/> 9 A. Yes, I believe so. 0:29:06<br/> 10 Q. And when did ATS provide its Illinois<br/> 11 customers with its policy regarding the collection of<br/> 12 biometric information?<br/> 13 MR. ZEITLIN: Objection. This does not go to<br/> 14 personal jurisdiction.<br/> 15 MR. FISH: Are you instructing her not to<br/> 16 answer?<br/> 17 MR. ZEITLIN: I am, because it doesn't go to<br/> 18 personal jurisdiction.<br/> 19 Q. In the scope, it references -- of Exhibit 1,<br/> 20 it references that this is for -- the policy applies to<br/> 21 the biometric data of the employees of Accu-Time's<br/> 22 customers who utilize the TimeCom or AccuCloud<br/> 23 installations in Illinois. Does that include Ecolab in<br/> 24 Illinois?<br/> 25 A. Yes, it does. 0:30:17</p>   |

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| <p style="text-align: right;">Page 25</p> <p>1 Q. And does that include the other 16 customers<br/>2 that you mentioned that use Accu-Time's biometric<br/>3 collection devices in the state of Illinois?<br/>4 A. The other 15. Ecolab is one of the 16, but<br/>5 yes.<br/>6 Q. Okay. Did ATS email a copy of its Illinois<br/>7 biometric policy to its customers? How -- how did it<br/>8 get it to them?<br/>9 MR. ZEITLIN: Again, object -- how does --<br/>10 I'm trying to understand, David, how this relates to<br/>11 personal jurisdiction. How -- how -- in other words,<br/>12 how ATS provided its policy to its customers, how does<br/>13 that relate to personal jurisdiction?<br/>14 MR. FISH: We want to know about their<br/>15 activities in the state of Illinois.<br/>16 MR. ZEITLIN: Yeah, I -- I'm going to object. 0:31:16<br/>17 MR. FISH: They came here and provided it,<br/>18 whether they mailed it, whether they emailed it.<br/>19 MR. ZEITLIN: Yeah, that -- that does not<br/>20 relate to personal jurisdiction. I'm -- I am going to<br/>21 instruct the witness not to answer.<br/>22 MR. FISH: Counsel, I'm going to friendly --<br/>23 give you a friendly reminder of our judge's standing<br/>24 order about depositions and speaking objections. I<br/>25 think that your objections have been highly</p>                | <p style="text-align: right;">Page 27</p> <p>1 enrolled in it, they would enter into this agreement<br/>2 with Accu-Time to allow the collection of their<br/>3 biometric information?<br/>4 MR. ZEITLIN: Objection as to form. You may<br/>5 answer. 0:33:22<br/>6 A. Yes.<br/>7 Q. Okay. And so ATS has entered into an<br/>8 agreement with the approximately 14,000 Illinois-based<br/>9 users relating to the collection of their biometric<br/>10 information?<br/>11 MR. ZEITLIN: Objection as to form and<br/>12 objection on the grounds that it calls for a legal<br/>13 conclusion. You may answer.<br/>14 A. I -- I'm sorry. Could you repeat the<br/>15 question?<br/>16 Q. Approximately 14,000 Illinois-based employees<br/>17 have entered into and clicked "I agree" to enroll in<br/>18 the biometric time collection device, correct?<br/>19 A. Correct.<br/>20 MR. ZEITLIN: Objection -- objection as to<br/>21 form. You may answer.<br/>22 A. Correct.<br/>23 Q. And it's actually more than that because that<br/>24 was just a snapshot in December of 2021, correct?<br/>25 MR. ZEITLIN: Same objection. You may</p>   |
| <p style="text-align: right;">Page 26</p> <p>1 inappropriate, and you know, again, we can take it up<br/>2 with the court, but for you to suggest that we can't<br/>3 ask, for instance, whether they handed a policy to<br/>4 somebody in Illinois or whether it was emailed, you<br/>5 know, all very inappropriate. So are you continuing to<br/>6 instruct her not to answer?<br/>7 MR. ZEITLIN: I am instructing her not to<br/>8 answer the question as to how they provided the policy<br/>9 to their customers in Illinois, yes. It doesn't go to<br/>10 personal jurisdiction.<br/>11 MR. FISH: Okay. 0:32:08<br/>12 MR. ZEITLIN: As I --<br/>13 MR. FISH: Andy, your -- that -- that's your<br/>14 instruction. We'll take it up with the court.<br/>15 MR. ZEITLIN: Okay.<br/>16 Q. I'm going to show you what was previously<br/>17 marked as Exhibit 4, which was tendered to your<br/>18 counsel, which for the record is stamped Ecolab 000225.<br/>19 Can you tell me what this is?<br/>20 A. It -- it's a -- it appears to be a copy of<br/>21 the screen that's presented to an employee when they<br/>22 present their finger on the device of -- that -- that<br/>23 is part of the -- excuse me, the TimeCom solution.<br/>24 Q. So when employees in Illinois utilize a -- an<br/>25 ATS biometric time clock in Illinois and they're being</p> | <p style="text-align: right;">Page 28</p> <p>1 answer.<br/>2 A. I -- I couldn't tell you if it was more than<br/>3 that.<br/>4 Q. Well, you know there's been turnover for some<br/>5 of your employees, don't you?<br/>6 MR. ZEITLIN: Same objection. You may<br/>7 answer.<br/>8 A. We do know that there's been some turnover,<br/>9 but we've also had folks come and go so I -- I couldn't<br/>10 tell you if the number was more or less.<br/>11 Q. And when did Ecolab first roll out in<br/>12 Illinois the screen that we're looking on in Exhibit 4?<br/>13 MR. ZEITLIN: Objection. This goes beyond --<br/>14 the -- the date of when Ecolab rolled that out is --<br/>15 goes beyond personal jurisdiction over Accu-Time. I'm<br/>16 going to instruct the witness not to answer that<br/>17 question.<br/>18 Q. How does Accu-Time, from a technological<br/>19 standpoint, have the Illinois users that are utilizing<br/>20 its biometric time clock agree? Like, how does it<br/>21 appear on the screen? Is that something that Accu-Time<br/>22 does in Illinois, or is that something that it does<br/>23 from a remote location?<br/>24 MR. ZEITLIN: Objection as to form. You may<br/>25 -- you may answer, if you're able.</p> |



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| <p style="text-align: right;">Page 29</p> <p>1 A. I'm sorry. Could you repeat that? I -- I</p> <p>2 didn't understand it.</p> <p>3 Q. How is it that Accu-Time was able to make its</p> <p>4 Illinois-based biometric collection devices have on its</p> <p>5 screen a -- the statement that we see in Exhibit 4?</p> <p>6 MR. ZEITLIN: Objection. You may answer, if</p> <p>7 you're able.</p> <p>8 A. Again, this goes back to the location of the</p> <p>9 device itself and which employees are assigned by their</p> <p>10 employer through Workday to use those devices.</p> <p>11 Q. Is Accu-Time the party that caused the</p> <p>12 agreement that's referenced in Exhibit 4 to appear on</p> <p>13 its biometric collection devices in Illinois or did a</p> <p>14 third party?</p> <p>15 MR. ZEITLIN: Objection as to form and you</p> <p>16 may answer, if you're -- if you're able to.</p> <p>17 A. Are you asking if -- if we put this message</p> <p>18 on the screen?</p> <p>19 Q. Correct.</p> <p>20 A. Yes. 0:36:41</p> <p>21 Q. Okay. How did ATS have that message appear</p> <p>22 on the screens of its biometric collection devices in</p> <p>23 Illinois?</p> <p>24 MR. ZEITLIN: Objection as to form. You may</p> <p>25 answer, if you're able.</p>                                  | <p style="text-align: right;">Page 31</p> <p>1 (Record replayed)</p> <p>2 RECORDER: Do you want me to go farther back</p> <p>3 or just --</p> <p>4 MR. FISH: No, just go where I -- where we</p> <p>5 stopped talking and I'll ask a new question, please.</p> <p>6 Q. ATS was able to modify its biometric devices</p> <p>7 in the state of Illinois to cause them to require the</p> <p>8 14,000 employees in Illinois who use those devices to</p> <p>9 enter into an agreement with ATS, correct?</p> <p>10 MR. ZEITLIN: Objection as to form and</p> <p>11 objection on the grounds that it calls for a legal</p> <p>12 conclusion. You may answer, if you're able to.</p> <p>13 A. Yes, we did. 0:40:06</p> <p>14 Q. Did ATS have to come to Illinois to do that?</p> <p>15 MR. ZEITLIN: You may answer.</p> <p>16 A. No.</p> <p>17 Q. ATS was able to remotely modify its</p> <p>18 Illinois-based biometric collection devices, correct?</p> <p>19 A. Correct.</p> <p>20 Q. And ATS retains control over the 154</p> <p>21 biometric collection devices in the state of Illinois</p> <p>22 remotely, correct?</p> <p>23 MR. ZEITLIN: I -- I'm going to object as to</p> <p>24 form. You may answer if you're able to.</p> <p>25 A. I guess what do you mean by "control"?</p>   |
| <p style="text-align: right;">Page 30</p> <p>1 A. It's part of the -- the workflow of -- that's</p> <p>2 built into the system for those devices.</p> <p>3 Q. So ATS is able to modify the -- its biometric</p> <p>4 collection devices that are stationed in the state of</p> <p>5 Illinois to have an agreement pop up on it?</p> <p>6 MR. ZEITLIN: Objection. Again, David, I'm</p> <p>7 trying to understand how this relates to personal</p> <p>8 jurisdiction. In other words, what Accu-Time's ability</p> <p>9 -- what -- what its technological ability is -- is --</p> <p>10 is, how does that relate to personal jurisdiction?</p> <p>11 MR. FISH: If they can manipulate devices</p> <p>12 within Illinois, then we believe that that shows</p> <p>13 activities in Illinois.</p> <p>14 MR. ZEITLIN: Can you -- can you repeat the</p> <p>15 question?</p> <p>16 MR. FISH: I'll ask the court reporter to</p> <p>17 read it back. 0:37:52</p> <p>18 RECORDER: Okay. One moment. I have to</p> <p>19 share my screen. Okay. Stop. Go back to the left.</p> <p>20 (Record replayed)</p> <p>21 RECORDER: Oh, wait. So back a little more.</p> <p>22 MR. FISH: You know what? I'll -- I'll just</p> <p>23 ask a new question.</p> <p>24 RECORDER: Oh, okay. Let me get out of this</p> <p>25 now.</p> | <p style="text-align: right;">Page 32</p> <p>1 Q. Well, what is ATS able to do to its 154</p> <p>2 Illinois-based biometric collection devices remotely?</p> <p>3 MR. ZEITLIN: Objection as to form. You may</p> <p>4 answer.</p> <p>5 A. So we -- we can modify the workflow, what</p> <p>6 happens that's presented on the screen, but we don't</p> <p>7 have physical control of it. We couldn't control if it</p> <p>8 was moved.</p> <p>9 Q. What do you mean by "workflow"?</p> <p>10 A. The steps -- the steps in which -- the order</p> <p>11 in which -- like, if someone presses a -- a punch -- a</p> <p>12 punch in, punch out, whether or not they -- their</p> <p>13 employer wants them to punch in and out for lunch. We</p> <p>14 can modify how many punches are required in a day.</p> <p>15 Q. And one of the reasons that ATS enacted an</p> <p>16 Illinois-based biometric policy was because it didn't</p> <p>17 want to get sued in Illinois, correct?</p> <p>18 MR. ZEITLIN: Objection. Calls for a legal</p> <p>19 conclusion and does not -- does not bear on the issue</p> <p>20 of personal jurisdiction. And -- and -- and calls for</p> <p>21 attorney-client privileged information.</p> <p>22 MR. FISH: Are you instructing her not to</p> <p>23 answer whether she --</p> <p>24 MR. ZEITLIN: I -- I --</p> <p>25 MR. FISH: -- anticipated being hauled into</p> |

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| <p style="text-align: right;">Page 33</p> <p>1 court in Illinois? The -- the plan to cull --</p> <p>2 MR. ZEITLIN: I am --</p> <p>3 MR. FISH: -- personal jurisdiction? If you</p> <p>4 --</p> <p>5 MR. ZEITLIN: I -- I am instructing -- I am</p> <p>6 instructing her not to answer that question based on</p> <p>7 those objections, yes.</p> <p>8 Q. Were you, as the CEO of Accu-Time, ever</p> <p>9 concerned about being sued in Illinois?</p> <p>10 MR. ZEITLIN: Objection. Goes -- goes beyond</p> <p>11 the scope of the -- of the nine subjects in the --</p> <p>12 listed in the deposition notice and also goes beyond --</p> <p>13 goes beyond personal jurisdiction over Accu-Time. So</p> <p>14 yes, I'm instructing her not to answer that as well.</p> <p>15 MR. FISH: Well, it goes to the activities in</p> <p>16 Illinois, it goes to their policies and practices, why</p> <p>17 they put them into place and so, you know, that</p> <p>18 certainly is -- is relevant.</p> <p>19 MR. ZEITLIN: I stand on the objection and</p> <p>20 instructing the witness not to answer.</p> <p>21 Q. Are the statements in ATS's biometric policy,</p> <p>22 Exhibit 1, true?</p> <p>23 MR. ZEITLIN: Can you -- can you show us the</p> <p>24 document? We don't have it.</p> <p>25 MR. FISH: Of course. 0:43:51</p>  | <p style="text-align: right;">Page 35</p> <p>1 correct?</p> <p>2 MR. ZEITLIN: Objection. If you understand</p> <p>3 the question, you may answer.</p> <p>4 A. I -- I would say that it's correct. 0:45:56</p> <p>5 Q. And ATS has also agreed that for the</p> <p>6 thousands of Illinois employees who are having their</p> <p>7 biometric data collected in Illinois, that ATS would</p> <p>8 comply with its biometric data policy, correct?</p> <p>9 MR. ZEITLIN: Objection as to form and I'm --</p> <p>10 also beyond the scope of personal jurisdiction, but in</p> <p>11 order to move this along I -- I will not instruct the</p> <p>12 witness not to answer. You may answer, if you're able</p> <p>13 to.</p> <p>14 A. I -- I -- I'm sorry. Could you repeat the</p> <p>15 question?</p> <p>16 Q. ATS has agreed with the thousands of</p> <p>17 Illinois-based employees who utilize its biometric</p> <p>18 collection devices that it will comply with its</p> <p>19 biometric data policy, correct?</p> <p>20 MR. ZEITLIN: Same objection. You may -- I'm</p> <p>21 not going to -- again, I'm not going to instruct the</p> <p>22 witness not to answer, but I do believe it goes beyond</p> <p>23 the scope of personal jurisdiction so I object on that</p> <p>24 basis. You may answer, if you're able.</p> <p>25 A. So to the extent that they pressed "I agree"</p>        |
| <p style="text-align: right;">Page 34</p> <p>1 Q. What I just want to know is are the</p> <p>2 statements in Exhibit 1, the biometric policy for</p> <p>3 Illinois, true to the best of your knowledge?</p> <p>4 MR. ZEITLIN: We still -- still can't see it.</p> <p>5 What -- what statements are you -- are you asking --</p> <p>6 can you just repeat the question? I'm not sure what --</p> <p>7 are you asking about a particular statement or the</p> <p>8 entire thing? Or just to clarify, what -- what are you</p> <p>9 asking?</p> <p>10 Q. To the best of your knowledge, are the</p> <p>11 statements in the Illinois biometric policy true?</p> <p>12 MR. ZEITLIN: You may answer, if you're able</p> <p>13 to. Do you -- do you want to see the whole thing or --</p> <p>14 A. To -- well, to the best of my knowledge, yes. 0:44:51</p> <p>15 Q. And ATS has agreed with its Illinois</p> <p>16 customers that it would abide by its biometric policy,</p> <p>17 correct?</p> <p>18 MR. ZEITLIN: Objection as to form. If you</p> <p>19 -- you can answer, if you're -- if you understand the</p> <p>20 question.</p> <p>21 A. I'm not sure if we've explicitly agreed. I</p> <p>22 guess I'm not quite sure I understand the question.</p> <p>23 Q. ATS has agreed to utilize biometric</p> <p>24 information that's collected from its Illinois-based</p> <p>25 customers in compliance with its biometric data policy,</p> | <p style="text-align: right;">Page 36</p> <p>1 on that workflow screen, I would say then yes, we have</p> <p>2 agreed with them that they -- we would follow those</p> <p>3 practices.</p> <p>4 Q. And you, as the CEO of ATS, consider that a</p> <p>5 binding obligation with ATS's Illinois-based people who</p> <p>6 are utilizing its biometric collection devices,</p> <p>7 correct?</p> <p>8 MR. ZEITLIN: Objection. Goes -- goes beyond</p> <p>9 the scope of the nine topics in the deposition notice.</p> <p>10 She -- she's -- Ms. -- Ms. Gladysz is called as a</p> <p>11 corporate representative. What she agreed or didn't</p> <p>12 agree is not the subject of the deposition. You may</p> <p>13 answer. I won't instruct her not to answer. You may</p> <p>14 answer, if you're able to.</p> <p>15 A. I'm sorry. I've lost track of the question. 0:48:00</p> <p>16 Q. ATS has agreed with the 14,000-plus workers</p> <p>17 in Illinois that utilize its biometric data policy that</p> <p>18 it will comply with the biometric data policy that is</p> <p>19 on its Internet page, correct?</p> <p>20 MR. ZEITLIN: Same objection. It goes beyond</p> <p>21 personal jurisdiction. You may answer.</p> <p>22 A. Yes, I would say that's true.</p> <p>23 Q. I'm going to show you Exhibit 2 which is, for</p> <p>24 the record, a -- can you see that?</p> <p>25 A. Yes.</p> |

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| <p style="text-align: right;">Page 37</p> <p>1 Q. Okay. All right. Stamped ATS 1. It's</p> <p>2 called "Data Flow Diagram." Can you tell me generally</p> <p>3 what this is?</p> <p>4 A. It's a depiction of how the TimeCom solution</p> <p>5 works. The blue stack, if you will, on the left-hand</p> <p>6 side of the -- the diagram represents our clients --</p> <p>7 our customers' ERP system, which is Workday. The cloud</p> <p>8 in the center is our -- is our middleware, ATS</p> <p>9 middleware. And then the device on the right-hand side</p> <p>10 is the actual time clock. And the diagram is -- is</p> <p>11 trying to depict the flow of information back and</p> <p>12 forth.</p> <p>13 Q. So when we were talking about -- earlier,</p> <p>14 about the 140 -- 54 Illinois-based devices, you're</p> <p>15 referring to the clock on the right-hand side of the</p> <p>16 data flow diagram?</p> <p>17 A. That is correct. 0:49:48</p> <p>18 Q. And those are actually owned by the customer,</p> <p>19 right?</p> <p>20 A. That is correct.</p> <p>21 Q. Do they pay -- does ATS pay Illinois sales</p> <p>22 tax when it sells them?</p> <p>23 A. Yes, unless they provide us with an exemption</p> <p>24 certificate based on the type of entity they are, but</p> <p>25 -- but yes.</p> | <p style="text-align: right;">Page 39</p> <p>1 A. No.</p> <p>2 Q. So from your diagram -- by the way, did you</p> <p>3 prepare Exhibit 2 specifically for this litigation?</p> <p>4 A. No. The only thing I -- that may have been</p> <p>5 added for this litigation is the "Hosted in Northern</p> <p>6 Virginia" yellow box. I'm not sure if that exists on</p> <p>7 our standard diagram.</p> <p>8 Q. What is hosted in northern Virginia?</p> <p>9 A. That's -- we -- we use Amazon Web Services</p> <p>10 for server space, and the server -- the Amazon Web</p> <p>11 Services' server is located in northern Virginia.</p> <p>12 Q. How do you know that? 0:52:24</p> <p>13 A. Our -- our team that -- that monitors those</p> <p>14 servers, they know -- we know where it's located. It's</p> <p>15 -- I believe it's identified on our Amazon Web Services</p> <p>16 invoice.</p> <p>17 Q. Where is it backed up?</p> <p>18 A. I'm not -- I don't know the answer to that.</p> <p>19 Q. Okay.</p> <p>20 MR. ZEITLIN: David -- David, at a convenient</p> <p>21 time, could we take a break?</p> <p>22 MR. FISH: Sure. How about when I'm done</p> <p>23 with this exhibit?</p> <p>24 MR. ZEITLIN: Okay.</p> <p>25 Q. So to follow your diagram, the data flows</p>                |
| <p style="text-align: right;">Page 38</p> <p>1 Q. Then on the left is the Workday -- can you --</p> <p>2 can you tell me a little bit more about what an ERP HCM</p> <p>3 solution is?</p> <p>4 A. So it's an enterprise resource planning</p> <p>5 system. They need to have -- "they" being our</p> <p>6 customer, needs a module called Workday time tracking</p> <p>7 in order to be able to use our devices, but that module</p> <p>8 allows them to keep track of their people's time. It</p> <p>9 calculates the hours. It's all used to process and</p> <p>10 calculate payroll.</p> <p>11 Q. Does ATS have any involvement in the Workday</p> <p>12 system?</p> <p>13 MR. ZEITLIN: Objection as to form. You may</p> <p>14 answer.</p> <p>15 A. No.</p> <p>16 Q. Which company operates that? 0:51:16</p> <p>17 A. Workday. Well, I'm sorry. I -- I guess I'm</p> <p>18 not sure what you mean by "operate."</p> <p>19 Q. So there's a company called Workday, correct?</p> <p>20 A. Correct.</p> <p>21 Q. Okay. And it sells labor management</p> <p>22 software?</p> <p>23 A. Correct.</p> <p>24 Q. And does ATS ever sell or help sell its --</p> <p>25 its software?</p>  | <p style="text-align: right;">Page 40</p> <p>1 from -- the -- the data that's on the device in</p> <p>2 Illinois flows from the device to ATS's cloud-based</p> <p>3 storage in Virginia, is that correct?</p> <p>4 A. Correct.</p> <p>5 Q. Do you know if it goes directly or is there</p> <p>6 anywhere else it stops?</p> <p>7 A. I believe it goes directly.</p> <p>8 Q. How does it get there?</p> <p>9 A. Okay. I guess that's above my expertise.</p> <p>10 Through -- through an Internet connection. I -- I -- I</p> <p>11 don't know beyond that.</p> <p>12 Q. Okay. And the information that's listed in</p> <p>13 the upper right-hand corner under "Validated Employee</p> <p>14 Data from Hosted Middleware to Clock," are those the</p> <p>15 items that go from -- well, why don't you explain it to</p> <p>16 me? What -- what items go from the biometric</p> <p>17 collection device in Illinois to time -- to ATS's</p> <p>18 storage in the cloud?</p> <p>19 A. What data goes there?</p> <p>20 Q. Correct. 0:54:29</p> <p>21 A. Is that what you said?</p> <p>22 Q. Yeah.</p> <p>23 A. Primarily punch data. When a new employee is</p> <p>24 enrolled, if they're enrolled on the device itself,</p> <p>25 then that data would go into the cloud. Some devices,</p> |

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| <p style="text-align: right;">Page 41</p> <p>1 depending on how the customer has wanted to use the</p> <p>2 clock, there might be manager approvals, there could be</p> <p>3 schedule transfers, job transfers, some employee</p> <p>4 information.</p> <p>5 Q. Does the biometric data transfer from the</p> <p>6 clock in Illinois to ATS's servers?</p> <p>7 A. Yes.</p> <p>8 Q. And does that happen every time they punch in</p> <p>9 and out, or does it just happen when they enroll?</p> <p>10 A. It -- every time they punch in and out.</p> <p>11 Q. Then does the biometric data that ATS saves</p> <p>12 on its servers get transferred to the third-party</p> <p>13 Workday solution?</p> <p>14 MR. ZEITLIN: Objection as to form. You may</p> <p>15 answer. 0:56:00</p> <p>16 A. No, it doesn't go beyond the ATS middleware</p> <p>17 cloud.</p> <p>18 Q. What other companies have access to ATS's</p> <p>19 middleware cloud?</p> <p>20 A. None.</p> <p>21 Q. So for each of the approximately 16 Illinois</p> <p>22 customers that use the biometric data collection</p> <p>23 devices in Illinois, the biometric data follows the</p> <p>24 flow referenced in Exhibit 2?</p> <p>25 A. Correct.</p>                  | <p style="text-align: right;">Page 43</p> <p>1 Q. Or does that happen on the device?</p> <p>2 A. I believe it happens in the cloud. 0:58:42</p> <p>3 Q. Okay. And does the biometric collection</p> <p>4 device play any role with respect to the matching?</p> <p>5 A. It captures the image.</p> <p>6 Q. Of the biometric information?</p> <p>7 A. Yes, the sensor is -- on that diagram, that</p> <p>8 little -- I guess where the blue keypad is, that lower</p> <p>9 black box is where the employee presents their finger</p> <p>10 so it is -- that sensor is capturing the template.</p> <p>11 Q. And by the "template," you're referring to</p> <p>12 the biometric points of the finger?</p> <p>13 A. Correct.</p> <p>14 Q. Has this data flow changed at all in the last</p> <p>15 five years?</p> <p>16 MR. ZEITLIN: I'm going to object. That goes</p> <p>17 beyond personal jurisdiction. Frankly, a lot of this</p> <p>18 goes beyond personal jurisdiction, but I have not</p> <p>19 objected because I think you are entitled to a little</p> <p>20 bit of background. But whether or not Accu-Time has</p> <p>21 changed their workflow in the last five years is</p> <p>22 unrelated to personal jurisdiction and activities in</p> <p>23 Illinois.</p> <p>24 MR. FISH: Are you instructing her not to</p> <p>25 answer?</p> |
| <p style="text-align: right;">Page 42</p> <p>1 Q. Okay. But don't some of them have their own</p> <p>2 hosting device, where they would not rely on ATS's</p> <p>3 cloud?</p> <p>4 A. Not our customers, no.</p> <p>5 Q. So any ATS Illinois-based customer would rely</p> <p>6 on ATS's cloud storage of its employees' biometric</p> <p>7 data?</p> <p>8 MR. ZEITLIN: Objection as to form. You may</p> <p>9 answer. 0:57:16</p> <p>10 A. Yes, any of ATS's TimeCom customers.</p> <p>11 Q. Does the biometric data also get stored on</p> <p>12 the Illinois-based biometric collection device?</p> <p>13 A. Yes.</p> <p>14 Q. So essentially, the ATS cloud serves as a</p> <p>15 backup to the device?</p> <p>16 MR. ZEITLIN: Objection as to form. You may</p> <p>17 answer, if you -- if you're able.</p> <p>18 A. I -- I believe it's where the matching</p> <p>19 happens. Right when a -- when an employee is</p> <p>20 identifying, that template is being sent from the</p> <p>21 device to the cloud and matched against the template</p> <p>22 for that employee to verify that that's who they are.</p> <p>23 Q. So ATS matches the biometric information in</p> <p>24 its cloud, is that correct?</p> <p>25 A. Yes.</p> | <p style="text-align: right;">Page 44</p> <p>1 MR. ZEITLIN: I am. I am.</p> <p>2 MR. FISH: Okay. All right. Why don't we</p> <p>3 take -- you had asked for a break so --</p> <p>4 MR. ZEITLIN: Yes. 0:59:59</p> <p>5 MR. FISH: -- we'll do that.</p> <p>6 RECORDER: Okay. Off record, 10:01 a.m.</p> <p>7 (Off the record)</p> <p>8 MR. FISH: Just to clarify --</p> <p>9 RECORDER: Back on record, 10:10 a.m.</p> <p>10 Q. Ms. Gladysz, I want to clarify one of your</p> <p>11 answers. You had mentioned that there were 14,000</p> <p>12 Illinois-based employees in December of 2021 using the</p> <p>13 biometric collection devices and then you referenced a</p> <p>14 number of 124,000. Was that all the employees</p> <p>15 nationwide that were using it or that were using any</p> <p>16 ATS clock in Illinois?</p> <p>17 A. That was the number of employees in Illinois.</p> <p>18 Globally, we have over a million employees using the</p> <p>19 TimeCom solution.</p> <p>20 Q. Okay. 1:00:48</p> <p>21 A. 124,000 are in Illinois, and of that 14,000</p> <p>22 use biometrics.</p> <p>23 Q. Okay.</p> <p>24 A. These are approximate numbers but --</p> <p>25 Q. Understood. And over the past five years, do</p>  |

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| <p style="text-align: right;">Page 45</p> <p>1 you think the number has kind of been within 25 percent</p> <p>2 of that -- of that figure? If -- if you looked at any</p> <p>3 snapshot, what's your best estimate?</p> <p>4 A. I would say the number -- if you go back five</p> <p>5 years, I would say that number is much less, but I</p> <p>6 couldn't tell you how much less.</p> <p>7 Q. Okay. Do you think it's half?</p> <p>8 MR. ZEITLIN: Objection. Calls for</p> <p>9 speculation. You may answer, if you're able to.</p> <p>10 A. So we have approximately 200 TimeCom</p> <p>11 customers globally. In the last few years, I would say</p> <p>12 we add approximately 25 to 30 per year so -- and we</p> <p>13 lose a few but we probably add more, so kind of doing</p> <p>14 that backwards math that number -- maybe it's half.</p> <p>15 Q. Okay. How does ATS get the biometric</p> <p>16 information from the Illinois-based clocks to go to its</p> <p>17 -- to the ATS cloud storage?</p> <p>18 MR. ZEITLIN: Objection as to form. You may</p> <p>19 answer. 1:02:25</p> <p>20 A. How do we get the information?</p> <p>21 Q. Yes.</p> <p>22 A. The employee presents their fingerprint on</p> <p>23 the sensor.</p> <p>24 Q. I mean mechanically how does ATS cause the</p> <p>25 biometric information that is collected to be</p> | <p style="text-align: right;">Page 47</p> <p>1 it's in the word, but that's really the -- the TimeCom</p> <p>2 middleware, the cloud on that diagram that you had</p> <p>3 shown.</p> <p>4 Q. And ATS owns the Nginx ML?</p> <p>5 A. Yes.</p> <p>6 Q. Okay. So it's the Nginx ML that drives the</p> <p>7 biometric information from Illinois to ATS's cloud in</p> <p>8 Virginia, correct?</p> <p>9 A. I believe that's correct. 1:04:38</p> <p>10 Q. So ATS's Nginx ML is constantly interacting</p> <p>11 with the Illinois-based biometric collection devices</p> <p>12 while they're turned on?</p> <p>13 MR. ZEITLIN: Objection as to form. You may</p> <p>14 answer.</p> <p>15 A. I'm not sure if it's constant or if it's at</p> <p>16 some frequency or interval, but yes.</p> <p>17 Q. But certainly whenever the 14,000 employees</p> <p>18 go to clock in every day, their fingerprint is being</p> <p>19 pulled from Illinois by ATS's Nginx ML software,</p> <p>20 correct?</p> <p>21 MR. ZEITLIN: Objection as to form. You may</p> <p>22 answer, if you know.</p> <p>23 A. I'm actually not 100 percent sure if Nginx ML</p> <p>24 is pulling or if the -- the firmware, the software</p> <p>25 resident on the device is pushing.</p>   |
| <p style="text-align: right;">Page 46</p> <p>1 transmitted to the ATS cloud.</p> <p>2 MR. ZEITLIN: Objection as to form. You may</p> <p>3 answer, if you're able.</p> <p>4 A. I don't know the technicals. It -- it's</p> <p>5 built into the software. I -- I couldn't tell you</p> <p>6 technically how those signals or how that software is</p> <p>7 coded or written or -- I -- I don't know.</p> <p>8 Q. I -- and I wouldn't understand if you did.</p> <p>9 MR. ZEITLIN: Okay.</p> <p>10 Q. But what I -- I'm trying to get more</p> <p>11 generically, it's something that ATS's software causes</p> <p>12 the Illinois collected biometric information to be</p> <p>13 transmitted to its -- to its cloud, is that fair?</p> <p>14 MR. ZEITLIN: Objection as to form. You may</p> <p>15 answer.</p> <p>16 A. That -- that's correct. 1:03:20</p> <p>17 Q. Okay. It's not that the customer is causing</p> <p>18 the biometric information to be transmitted, it's</p> <p>19 something that ATS's software does?</p> <p>20 A. That --</p> <p>21 MR. ZEITLIN: Objection as to form. You may</p> <p>22 answer.</p> <p>23 A. That is correct.</p> <p>24 Q. Okay. What is Nginx ML hosting services?</p> <p>25 A. It's the -- let's say the engine. I know</p>   | <p style="text-align: right;">Page 48</p> <p>1 Q. The firmware resident on the device, you're</p> <p>2 referring to the biometric collection device?</p> <p>3 A. Well, the clock itself, but yes. 1:05:47</p> <p>4 Q. Okay. And it --</p> <p>5 A. The device itself.</p> <p>6 Q. And the firmware is owned by ATS, correct?</p> <p>7 A. Correct.</p> <p>8 Q. How does -- how does ATS get customers in</p> <p>9 Illinois to sign up for its services?</p> <p>10 A. Well, we don't specifically look for Illinois</p> <p>11 customers, but I would say the majority of our sales</p> <p>12 leads for the TimeCom solution come from within the</p> <p>13 Workday community. So whether it's a sales -- a</p> <p>14 Workday sales rep -- so we have a certified integration</p> <p>15 with Workday. We're one of a few time clock</p> <p>16 manufacturers that do, so the sales reps know that if</p> <p>17 they have a prospective customer that wants time clocks</p> <p>18 then we'll get referred by the Workday sales rep. We</p> <p>19 also attend Workday user conferences where we might</p> <p>20 meet folks. Most of the -- I would say even in -- in</p> <p>21 the early stage of a relationship we don't know where</p> <p>22 the folks are located, so we're engaging with them.</p> <p>23 It's not until later down the process where we actually</p> <p>24 learn where they are or where they'll want to deploy</p> <p>25 time clocks. The other referrals come from system</p> |



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| <p style="text-align: right;">Page 49</p> <p>1 integrators. Because Workday's such a big ERP system,<br/> 2 a lot of companies will hire a third party to implement<br/> 3 it, so we might get referred by those folks as well if<br/> 4 we've done business with them in the past.<br/> 5 Q. How did ATS land Ecolab as a customer? 1:07:47<br/> 6 A. I don't know how that referral came through.<br/> 7 Q. Is that the largest Illinois-based customer<br/> 8 for ATS?<br/> 9 MR. ZEITLIN: Objection as to form. You may<br/> 10 answer.<br/> 11 A. I actually don't know the answer to that<br/> 12 either. I don't know if they're the largest.<br/> 13 Q. Who are the other ATS customers in the state<br/> 14 of Illinois?<br/> 15 MR. ZEITLIN: Objection as to form, and again<br/> 16 I'm going to instruct the witness not to answer that.<br/> 17 And the identities of their customers has nothing to do<br/> 18 with personal jurisdiction.<br/> 19 MR. FISH: Well, they're Illinois-based<br/> 20 customers.<br/> 21 MR. ZEITLIN: Correct.<br/> 22 Q. What is the -- for a -- for a -- a customer<br/> 23 that has -- that's based in Illinois and -- and needs<br/> 24 approximately ten biometric collection devices<br/> 25 installed in its facility, what is the ballpark</p>   | <p style="text-align: right;">Page 51</p> <p>1 to implement the biometric collection system?<br/> 2 A. Well, to implement the whole system, but yes.<br/> 3 Q. Okay. And then ATS has various subscriptions<br/> 4 that the Illinois-based customers can subscribe to,<br/> 5 correct?<br/> 6 A. Correct.<br/> 7 Q. Like, one is the constant support, or<br/> 8 ConstantCare?<br/> 9 A. ConstantCare, mm-hmm.<br/> 10 Q. Is that part of the \$500, \$1,500 per month?<br/> 11 A. Yes.<br/> 12 Q. Okay. Is that per device?<br/> 13 A. No, it's a -- it's a -- a lump -- a single<br/> 14 fee, monthly fee.<br/> 15 Q. Any other revenue that ATS would receive from<br/> 16 Illinois-based customers to sign up for their time<br/> 17 clocks?<br/> 18 A. There is a small hosting fee that is per<br/> 19 device between -- again on average, maybe \$25 to \$30<br/> 20 per month.<br/> 21 Q. Per device or per -- for all of them? 1:11:45<br/> 22 A. Per device, per month. And there's an<br/> 23 optional maintenance program. We call it an express<br/> 24 exchange service. So if their -- one of their clocks<br/> 25 need to -- needs to be repaired -- one of their devices</p>  |
| <p style="text-align: right;">Page 50</p> <p>1 investment that that employee -- I'm sorry, that that<br/> 2 company would make with ATS to get biometric collection<br/> 3 devices set up in Illinois?<br/> 4 MR. ZEITLIN: Objection as to form. And you<br/> 5 may answer, if you're able to.<br/> 6 A. So generally, it depends on what -- what type<br/> 7 of device that they want, what features they want on<br/> 8 it, but I would say an -- an average sales price might<br/> 9 be \$1,500, \$1,600 per device, depending on the size of<br/> 10 the -- the -- the size of the system, the integration.<br/> 11 Maybe it's about a \$25,000 implementation fee, and then<br/> 12 there's a -- a service agreement, like a customer<br/> 13 support agreement, that can range from \$500 to maybe<br/> 14 \$1,500, \$2,000 per month. I -- I'm not sure. I -- I<br/> 15 couldn't -- I'd have -- I'd need a calculator to<br/> 16 calculate what the actual investment would be.<br/> 17 Q. So when you said \$1,500 to \$1,600 per device,<br/> 18 is that a -- just to purchase the device?<br/> 19 A. Correct. 1:10:14<br/> 20 Q. Okay. And then on top of that -- so if they<br/> 21 had ten devices, it would be approximately \$15,000 to<br/> 22 buy the devices?<br/> 23 A. Correct.<br/> 24 Q. Okay. And then there would be -- ATS would<br/> 25 also charge the Illinois-based customer around \$25,000</p> | <p style="text-align: right;">Page 52</p> <p>1 needs to be repaired, they can notify us by 3 p.m. and<br/> 2 we will overnight a replacement device to them and they<br/> 3 return the -- the broken device.<br/> 4 Q. Kind of like insurance on their devices?<br/> 5 A. Almost like a maintenance plan.<br/> 6 Q. Okay.<br/> 7 A. Equipment maintenance plan.<br/> 8 Q. And so the Illinois-based customers that<br/> 9 subscribe to the maintenance plan understand that when<br/> 10 their clocks break, ATS will replace it with an<br/> 11 overnight one, correct?<br/> 12 A. Correct, for those that -- that opt for that<br/> 13 service, correct.<br/> 14 Q. And does ATS arrange for the device to be<br/> 15 shipped from Illinois back to ATS?<br/> 16 MR. ZEITLIN: Objection as to form. You may<br/> 17 answer, if you're able.<br/> 18 A. We don't arrange for the shipment. Well, I<br/> 19 guess we do. So they -- we overnight a device to them.<br/> 20 Included in that is return -- a return shipping label,<br/> 21 so then they package up the broken device and ship it<br/> 22 back to us.<br/> 23 Q. Tell me how the Illinois customers who have<br/> 24 the ConstantCare -- how that works. What -- what is<br/> 25 that?</p> |



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| <p style="text-align: right;">Page 53</p> <p>1 A. All of the customers have ConstantCare -- all<br/> 2 of our TimeCom customers. It's required. It really<br/> 3 provides them with customer support. There are<br/> 4 different levels of it that have differing degrees of<br/> 5 response time. If someone wants 24/7 response from our<br/> 6 customer care team, then they would opt for the -- the<br/> 7 highest tier of support. It also provides them with<br/> 8 upgrades, most security upgrades, upgrades to the<br/> 9 system, updates to the system.</p> <p>10 Q. So ATS, after it makes an initial sale, has<br/> 11 an ongoing maintenance relationship with its<br/> 12 Illinois-based customers?</p> <p>13 MR. ZEITLIN: Objection as to form. You may<br/> 14 answer.</p> <p>15 A. Yes, with all of our TimeCom customers, yes. 1:14:28</p> <p>16 Q. And it provides all of its support remotely,<br/> 17 right? It doesn't send people to Illinois?</p> <p>18 A. That is correct.</p> <p>19 Q. And that's because all the repairs can be<br/> 20 made remotely on the ATS clocks, correct?</p> <p>21 MR. ZEITLIN: Objection as to form and goes<br/> 22 beyond the scope. You may answer.</p> <p>23 A. Not the device repairs. The -- the -- the<br/> 24 physical -- the repairs to the equipment, the device<br/> 25 itself, those need to come back to our facility here in</p> | <p style="text-align: right;">Page 55</p> <p>1 say, "You know, our clock is not connecting. It's not<br/> 2 sending data." Because they could see that in -- in<br/> 3 their Workday ERP that it wasn't receiving data. So a<br/> 4 call to our customer service team would help them<br/> 5 troubleshoot. You know, is it -- has it lost its<br/> 6 Internet connection? Is it plugged in? Does it need<br/> 7 to be rebooted? It needs to have someone on --<br/> 8 physically at the customer's site, an employee of the<br/> 9 customer working on it, but it would be through phone<br/> 10 -- generally, a phone conversation with our customer<br/> 11 support team.</p> <p>12 Q. Okay. So ATS provides phone support to its<br/> 13 Illinois-based customers on an ongoing basis?</p> <p>14 MR. ZEITLIN: Objection as to form. You may<br/> 15 answer. 1:17:16</p> <p>16 A. That's correct. As needed.</p> <p>17 Q. And does the -- does the ConstantCare<br/> 18 automatically monitor the Illinois-based time clocks to<br/> 19 make sure that they're operating correctly?</p> <p>20 A. ConstantCare, no. I mean ConstantCare is<br/> 21 just a -- a product name. It's what we call it. It's<br/> 22 a service-level agreement. I guess that's what we also<br/> 23 call it. It just provides them the access to our team.<br/> 24 We have a devops department that monitors the databases<br/> 25 in the instances.</p> |
| <p style="text-align: right;">Page 54</p> <p>1 Connecticut.</p> <p>2 Q. From a technical standpoint, how is ATS able<br/> 3 to repair something in Illinois without actually being<br/> 4 physically located here?</p> <p>5 MR. ZEITLIN: Objection as to form. You may<br/> 6 answer.</p> <p>7 A. That's what I just said. We can't. That's<br/> 8 why the device has to come to Connecticut.</p> <p>9 Q. But there's certain service that can be done<br/> 10 remotely, correct?</p> <p>11 MR. FISH: Hello?</p> <p>12 A. What do you mean by "service"?</p> <p>13 Q. Is ATS able to do any remote repairs of the<br/> 14 biometric collection devices?</p> <p>15 MR. ZEITLIN: Objection as to form. You may<br/> 16 answer. 1:15:47</p> <p>17 A. What -- what -- I guess what do you mean by<br/> 18 "repairs"?</p> <p>19 Q. Well, give me an example of something that<br/> 20 might go wrong with a biometric collection device, like<br/> 21 with the software on it.</p> <p>22 A. So -- okay. So it could -- it could stop<br/> 23 communicating with the middleware, and then that would<br/> 24 generally prompt a call from a customer service -- a<br/> 25 customer to our customer service department that would</p>   | <p style="text-align: right;">Page 56</p> <p>1 Q. What was the name of it?</p> <p>2 A. Devops.</p> <p>3 Q. Can you spell that?</p> <p>4 A. D-e-v-o-p-s.</p> <p>5 Q. Does that stand for something?</p> <p>6 A. Yes, I think it's development operations but<br/> 7 I actually don't know what the "dev" is. The "ops" is<br/> 8 operations.</p> <p>9 Q. How does the devops ATS department constantly<br/> 10 monitor the Illinois-based time clocks to make sure<br/> 11 that they're operating correctly?</p> <p>12 A. Sorry.</p> <p>13 MR. ZEITLIN: Did you freeze or did we<br/> 14 freeze? 1:18:46</p> <p>15 WITNESS: Somebody --</p> <p>16 MR. ZEITLIN: We lost --</p> <p>17 WITNESS: Somebody froze.</p> <p>18 MR. ZEITLIN: We lost you for ten seconds or<br/> 19 so.</p> <p>20 Q. Okay. How do -- how does the develop -- or<br/> 21 strike that. How does the devops team at Accu-Time<br/> 22 constantly monitor the Illinois-based time clocks to<br/> 23 make sure that they are operating correctly?</p> <p>24 MR. ZEITLIN: Objection as to form. You may<br/> 25 answer.</p>  |

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| <p style="text-align: right;">Page 57</p> <p>1 A. So they have -- and I don't know what the<br/>2 right technical term is, but they have access to the<br/>3 Amazon Web Services -- the -- the middleware, the Nginx<br/>4 ML, and so they, I believe, have alerts set up that<br/>5 would notify them if something weren't -- I -- I don't<br/>6 know if it's for every device but -- but there are<br/>7 alerts set up so that they can monitor that the system<br/>8 is up and running.</p> <p>9 Q. Does ATS also monitor the biometric<br/>10 collection devices themselves in Illinois to make sure<br/>11 that they are operating correctly?</p> <p>12 A. No. 1:19:48</p> <p>13 Q. Does the middleware that ATS owns monitor the<br/>14 biometric collection devices and provide, like, an<br/>15 automatic notification if there's a malfunction?</p> <p>16 A. I don't believe that's -- no, I do not<br/>17 believe so. Not -- not in an individual device, no.</p> <p>18 Q. One of the benefits of the ConstantCare<br/>19 support is that TimeCom monitor provides access to<br/>20 terminal health monitoring, activity event logging, and<br/>21 other diagnostic features, correct?</p> <p>22 A. Correct. 1:20:35</p> <p>23 Q. And when you're talking about terminal health<br/>24 monitoring, are you referring to the biometric<br/>25 collection device?</p> | <p style="text-align: right;">Page 59</p> <p>1 A. When you say, "ATS monitoring," I think we<br/>2 have the ability to go in and look, but it's not that<br/>3 we're monitoring it constantly, if that makes sense.</p> <p>4 Q. Okay. One of the other benefits of working<br/>5 with ATS is that ATS is able to provide reports to its<br/>6 Illinois-based customers, correct?</p> <p>7 MR. ZEITLIN: Objection as to form. You may<br/>8 answer.</p> <p>9 A. I'm not entirely sure what type of form or<br/>10 reports we can provide.</p> <p>11 Q. Are -- are you aware of whether ATS can<br/>12 provide its Illinois-based employees with a list of the<br/>13 people who were biometrically enrolled in one of its<br/>14 clocks?</p> <p>15 MR. ZEITLIN: Are you asking about ATS's<br/>16 Illinois-based employees? 1:22:51</p> <p>17 MR. FISH: Yes.</p> <p>18 MR. ZEITLIN: Objection as to --</p> <p>19 MR. FISH: No, I'm sorry. I'm sorry.</p> <p>20 Q. ATS can provide its customers with a list of<br/>21 the customer's Illinois-based employees who were<br/>22 enrolled in ATS's biometric clocks, correct?</p> <p>23 A. Yes.</p> <p>24 Q. Okay. And how does ATS do that?</p> <p>25 A. We -- we would have to go into the customer's</p>            |
| <p style="text-align: right;">Page 58</p> <p>1 A. The device as a whole, yes.</p> <p>2 Q. And how does ATS access the biometric<br/>3 collection device to monitor its health on an ongoing<br/>4 basis?</p> <p>5 A. I don't know how specifically it accesses it<br/>6 other than it's connected, again, through the Internet<br/>7 connection.</p> <p>8 Q. Do you know how often ATS is pinging the<br/>9 biometric collection devices to make sure they're<br/>10 operating correctly?</p> <p>11 MR. ZEITLIN: Objection as to form. You may<br/>12 answer, if you -- if you're able to.</p> <p>13 A. I don't know how often it -- it -- how often<br/>14 it pings.</p> <p>15 Q. I mean, is it something that's, like, every<br/>16 few seconds, every hour, every day? Do you have any<br/>17 idea of a ballpark?</p> <p>18 A. I would say every few minutes if I had to<br/>19 guess.</p> <p>20 Q. Okay. So it's sort of an ongoing, continuous<br/>21 process of ATS monitoring what's happening on the<br/>22 biometric collection devices in Illinois?</p> <p>23 RECORDER: You froze again.</p> <p>24 MR. ZEITLIN: Objection as to form. You may<br/>25 answer.</p>  | <p style="text-align: right;">Page 60</p> <p>1 database and, similar to what we've talked about<br/>2 before, look at the devices, look at who's assigned to<br/>3 those devices, and be able to run a -- run a report.</p> <p>4 Q. And is it a pretty regular process that<br/>5 Illinois-based customers ask ATS for reports about<br/>6 their employees?</p> <p>7 MR. ZEITLIN: Objection as to form. You may<br/>8 answer, if you're able.</p> <p>9 A. No, I'm not aware of the request, no.</p> <p>10 Q. Does ATS ever install equipment itself in<br/>11 Illinois?</p> <p>12 A. No, we do not. 1:24:08</p> <p>13 Q. Does ATS contract with companies in Illinois<br/>14 to install equipment for employees?</p> <p>15 MR. ZEITLIN: What -- what -- what -- at what<br/>16 point -- what time period are you referring to, David?</p> <p>17 Q. Well, has the answer changed over the past<br/>18 five years in terms of whether --</p> <p>19 MR. ZEITLIN: Objection as to form.</p> <p>20 Q. Does -- does --</p> <p>21 MR. ZEITLIN: Objection as to form.</p> <p>22 Q. In the past five years, has ATS contracted<br/>23 with companies to install biometric collection devices<br/>24 in Illinois?</p> <p>25 MR. ZEITLIN: Objection as to form and scope,</p> |

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| <p style="text-align: right;">Page 61</p> <p>1 but you may answer.</p> <p>2 A. Yes, ATS contracts with a third party for</p> <p>3 installation services.</p> <p>4 Q. And in Illinois, which third party is that?</p> <p>5 MR. ZEITLIN: Object -- objection as to form</p> <p>6 and -- and beyond the scope. Who ATS --</p> <p>7 MR. FISH: Are you -- I don't know if the --</p> <p>8 let me ask the court reporter. Are they freezing on</p> <p>9 your end?</p> <p>10 RECORDER: Yes, they are. 1:25:14</p> <p>11 MR. FISH: Okay. I -- I think the Internet</p> <p>12 problem is on your end because both for me and the</p> <p>13 court reporter said it was frozen.</p> <p>14 MR. ZEITLIN: Oh, okay.</p> <p>15 WITNESS: Okay.</p> <p>16 MR. ZEITLIN: Yeah, it must have frozen up</p> <p>17 again. We didn't realize that. It must have only been</p> <p>18 a couple seconds.</p> <p>19 MR. FISH: Okay.</p> <p>20 MR. ZEITLIN: You want to repeat -- if you</p> <p>21 want to repeat the question --</p> <p>22 MR. FISH: Sure.</p> <p>23 Q. Which company does ATS contract with in</p> <p>24 Illinois to install biometric collection devices?</p> <p>25 MR. ZEITLIN: Okay. And hopefully, the court</p>  | <p style="text-align: right;">Page 63</p> <p>1 what time period are you referring to?</p> <p>2 MR. FISH: In the last five years. 1:27:22</p> <p>3 MR. ZEITLIN: Same objection. You may</p> <p>4 answer, if you know.</p> <p>5 A. So we -- the -- the installation is provided</p> <p>6 only if they want us to and it doesn't happen all that</p> <p>7 -- the majority of folks install it themselves, but the</p> <p>8 other stuff I believe -- I believe what you said is --</p> <p>9 is true, but the installation is not with every</p> <p>10 customer engagement.</p> <p>11 Q. What's your best estimate with respect to the</p> <p>12 number of Illinois-based customers that self-installed</p> <p>13 their equipment in the past five years?</p> <p>14 A. I am only aware of two that were -- that we</p> <p>15 -- they hired us to do the installation and "us" being</p> <p>16 through the third party.</p> <p>17 Q. And when a third party is hired to install</p> <p>18 equipment in Illinois, ATS still coordinates for the</p> <p>19 project to be done, correct?</p> <p>20 WITNESS: Shoot. How --</p> <p>21 MR. ZEITLIN: We -- we lost you for a couple</p> <p>22 seconds there.</p> <p>23 WITNESS: It froze again. 1:28:28</p> <p>24 Q. When a third party does installations for</p> <p>25 Illinois-based customers, ATS coordinates for the</p> |
| <p style="text-align: right;">Page 62</p> <p>1 reporter got my objection to that. The identity of</p> <p>2 ATS's customers or ATS's contractors is not related to</p> <p>3 personal jurisdiction and has not been -- that the</p> <p>4 court has specifically limited discovery to personal</p> <p>5 jurisdiction, so I'm going to instruct the witness not</p> <p>6 to answer that question.</p> <p>7 Q. What does -- in the equipment installation</p> <p>8 process, one of the things ATS tells its customers is</p> <p>9 that it installs time clocks in compliance with the</p> <p>10 Americans with Disabilities Act and local codes and</p> <p>11 regulations. What does ATS do in Illinois to assure</p> <p>12 that its time clocks are installed in compliance with</p> <p>13 Illinois-based laws?</p> <p>14 MR. ZEITLIN: Objection. Goes beyond the</p> <p>15 scope, but you may answer if you know.</p> <p>16 A. We provide guidance on how to install it and</p> <p>17 I think, with respect to the ADA, it's -- it's the</p> <p>18 height of the -- I think it's 48 inches from the ground</p> <p>19 so we -- we just provide them the installation</p> <p>20 instructions.</p> <p>21 Q. ATS tells its Illinois-based customers prior</p> <p>22 to them being hired that ATS provides all the equipment</p> <p>23 integration, deployment, and installation for the</p> <p>24 project, correct?</p> <p>25 MR. ZEITLIN: Objection as to form. What --</p> | <p style="text-align: right;">Page 64</p> <p>1 project to be done, correct?</p> <p>2 MR. ZEITLIN: Objection as to form. You may</p> <p>3 answer, if you're able.</p> <p>4 A. Correct.</p> <p>5 Q. Like, for instance, ATS does schedule,</p> <p>6 delivery, technician, and project management, correct?</p> <p>7 MR. ZEITLIN: Objection as to form. You may</p> <p>8 answer, if you're able.</p> <p>9 A. Correct. We tell them where the location is</p> <p>10 and how many devices are being installed.</p> <p>11 Q. So ATS sort of coordinates between the</p> <p>12 installer and the Illinois-based customer to make sure</p> <p>13 that the Illinois-based installation is done correctly?</p> <p>14 MR. ZEITLIN: Objection as to form. You may</p> <p>15 answer.</p> <p>16 A. Correct.</p> <p>17 Q. Does ATS train its Illinois-based customers</p> <p>18 on how to accurately place a finger on a biometric</p> <p>19 scanning device?</p> <p>20 A. Yes, we include a finger placement card --</p> <p>21 information card, if you will, on how to correctly</p> <p>22 place the finger on the device.</p> <p>23 Q. And why does ATS tell its Illinois-based</p> <p>24 customers about how they should have their employees</p> <p>25 place their finger on a biometric collection device?</p>   |

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| <p style="text-align: right;">Page 65</p> <p>1 MR. ZEITLIN: Objection. Goes beyond the<br/>2 scope of the questions and doesn't relate to personal<br/>3 jurisdiction, so I will instruct the witness not to<br/>4 answer that.<br/>5 Q. Are there any of the Maximus time clocks in<br/>6 Illinois that ATS sells?<br/>7 A. I -- I don't know the answer to that. 1:30:48<br/>8 Q. Are those biometric collection devices?<br/>9 A. They can be. They can be equipped with a<br/>10 biometric sensor.<br/>11 Q. Does ATS provide non-warranty work to<br/>12 Illinois-based customers on their biometric collection<br/>13 devices?<br/>14 MR. ZEITLIN: Objection as to form and -- and<br/>15 scope. What -- can you explain what you're -- I'm not<br/>16 sure I understand.<br/>17 Q. ATS has a warranty on the products that it<br/>18 sells in Illinois, correct?<br/>19 RECORDER: Froze up again.<br/>20 MR. FISH: Okay. Can you guys hear me?<br/>21 MR. ZEITLIN: -- hear us?<br/>22 MR. FISH: Yeah, now we can. You froze up.<br/>23 MR. ZEITLIN: Okay. For some reason --<br/>24 WITNESS: I don't -- I don't --<br/>25 MR. ZEITLIN: -- we're freezing up a bit more</p> | <p style="text-align: right;">Page 67</p> <p>1 Q. And do you know how much revenue ATS has<br/>2 collected from its Illinois-based customers for<br/>3 non-warranty work on its biometric collection devices?<br/>4 MR. ZEITLIN: For what -- what time period<br/>5 are you referring to?<br/>6 Q. Do -- do you have any yearly figures or<br/>7 anything like that?<br/>8 A. I -- I don't know that number. We don't<br/>9 track our revenue by state or by geography.<br/>10 Q. But ATS has a department that helps repair<br/>11 non-warranty covered items in Illinois?<br/>12 A. We have a -- we have a service department,<br/>13 yes.<br/>14 Q. Okay. Do you know who Jim Cox is?<br/>15 A. I do. 1:34:01<br/>16 Q. Is he based in Illinois?<br/>17 MR. ZEITLIN: Objection as to form. You may<br/>18 answer, if you -- if you know.<br/>19 A. He was.<br/>20 Q. He was the -- he was a vice president for<br/>21 Accu-Time, correct?<br/>22 A. He was -- his title was vice president, yes.<br/>23 Q. And ATS actually listed that he had an office<br/>24 in Oak Brook, Illinois, correct?<br/>25 A. That is correct.</p>  |
| <p style="text-align: right;">Page 66</p> <p>1 the last few minutes.<br/>2 MR. FISH: Okay. 1:31:53<br/>3 WITNESS: I don't know what's happening.<br/>4 Q. Illinois -- there, strike that. ATS provides<br/>5 warranty coverage for the biometric collection devices<br/>6 that it sells in Illinois, correct?<br/>7 A. Yes, our standard is one year from the date<br/>8 of purchase.<br/>9 Q. So in other words, if one of the ATS devices<br/>10 has some type of malfunction, ATS continues to support<br/>11 that equipment when it's located in Illinois, correct?<br/>12 MR. ZEITLIN: Objection as to form. You may<br/>13 answer.<br/>14 A. Right, it would need to be returned to our --<br/>15 our Windsor facility, but yes.<br/>16 Q. Sometimes, though, things break and those are<br/>17 not covered under a warranty, right?<br/>18 A. Could be potentially, yes. 1:32:43<br/>19 Q. Or it could be that equipment is out of<br/>20 warranty, right?<br/>21 A. Yes.<br/>22 Q. So when something is not covered by an ATS<br/>23 warranty in Illinois and work needs to be performed,<br/>24 does ATS bill its Illinois customers for that work?<br/>25 A. Yes.</p>   | <p style="text-align: right;">Page 68</p> <p>1 Q. Okay. And why did ATS list that it had an<br/>2 employee available to work in Oak Brook, Illinois?<br/>3 MR. FISH: You -- you -- you froze again.<br/>4 MR. ZEITLIN: Okay. Well, now we -- now we<br/>5 can see you and hear you.<br/>6 Q. Why did ATS publicly list that it had an<br/>7 employee, a vice president, working in Oak Brook,<br/>8 Illinois?<br/>9 MR. ZEITLIN: Objection as to form. The --<br/>10 you're asking for the reason ATS listed having an<br/>11 employee in Illinois?<br/>12 MR. FISH: Yeah.<br/>13 MR. ZEITLIN: And what -- what -- what topic<br/>14 does that go to? 1:35:25<br/>15 MR. FISH: It's activities in Illinois.<br/>16 MR. ZEITLIN: The -- the -- the reason -- you<br/>17 -- you want to know the reason why. How does that go<br/>18 to activities in Illinois? She -- she just testified<br/>19 that she had an employee in Illinois. How is the<br/>20 reason --<br/>21 MR. FISH: I -- I'd like to find out. That's<br/>22 why I'm asking questions, because I don't know why he<br/>23 --<br/>24 MR. ZEITLIN: I -- I'm going -- I'm going to<br/>25 -- I'm going to object. I -- the witness can answer,</p> |

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| <p style="text-align: right;">Page 69</p> <p>1 if she knows, but I'll -- I'll object. I think it goes<br/> 2 beyond the scope of the deposition.<br/> 3 A. I'm not sure why we listed it other than we<br/> 4 listed the locations of where we had salespeople.<br/> 5 Q. And ATS paid for Jim Cox's office in Oak<br/> 6 Brook, Illinois, when he worked for ATS, correct?<br/> 7 MR. ZEITLIN: Objection as to form. You may<br/> 8 answer. 1:36:15<br/> 9 A. That is correct. We rented space for him.<br/> 10 Q. During what period of time did Mr. Cox work<br/> 11 for ATS?<br/> 12 MR. ZEITLIN: Objection. Beyond the scope<br/> 13 but you may answer.<br/> 14 A. He was hired, I believe, in 1993 and he<br/> 15 retired in 2017.<br/> 16 Q. All right. And in 2017 when Mr. Cox retired,<br/> 17 did ATS also close its Illinois-based office?<br/> 18 A. Yes.<br/> 19 Q. Was Mr. Cox the only ATS employee who worked<br/> 20 in Illinois?<br/> 21 A. Yes.<br/> 22 Q. Does Ryan McColgan -- McColgan work in<br/> 23 Illinois?<br/> 24 A. No.<br/> 25 Q. What state does he work out of?</p>                                      | <p style="text-align: right;">Page 71</p> <p>1 relationships?<br/> 2 A. Well, he was a salesperson so he would follow<br/> 3 up on leads. He would talk to the customers about our<br/> 4 equipment or our solutions, our offerings.<br/> 5 Q. And for the customers based in Illinois, he<br/> 6 would sometimes go there in person, would he not?<br/> 7 A. I'm not aware of him visiting any customers<br/> 8 in Illinois.<br/> 9 Q. Did you know one way or the other?<br/> 10 MR. ZEITLIN: Objection. You may answer.<br/> 11 A. I -- I can't say for sure that he never<br/> 12 visited a customer. I just don't -- I'm not aware of<br/> 13 any that are in Illinois that he would have visited.<br/> 14 Q. Why did ATS rent an office for him as opposed<br/> 15 to just having him work out of his house, for instance,<br/> 16 in Illinois?<br/> 17 MR. ZEITLIN: Objection. Objection. That<br/> 18 goes beyond the scope and certainly beyond personal<br/> 19 jurisdiction, so I -- I will instruct the witness not<br/> 20 to answer that.<br/> 21 Q. Does ATS -- in the past five years, has it<br/> 22 ever leased its equipment within the state of Illinois?<br/> 23 A. No. 1:40:00<br/> 24 Q. Are you aware of whether ATS ever, as part of<br/> 25 the sales process to Ecolab in Illinois, made a</p> |
| <p style="text-align: right;">Page 70</p> <p>1 A. Both Connecticut and Massachusetts.<br/> 2 Q. Does Jim Cox ever do ongoing consulting for<br/> 3 ATS?<br/> 4 A. No. 1:37:19<br/> 5 Q. Mr. Cox, what were his duties in 2017 for<br/> 6 ATS?<br/> 7 MR. ZEITLIN: Objection. Goes beyond the<br/> 8 scope and beyond the personal jurisdiction, but I'll --<br/> 9 I'll instruct the witness not to answer (sic). You can<br/> 10 answer, if you know.<br/> 11 A. He was a salesman.<br/> 12 Q. He sold ATS biometric collection devices<br/> 13 within the state of Illinois?<br/> 14 MR. ZEITLIN: Same objection. You may<br/> 15 answer.<br/> 16 MR. FISH: I think you froze again.<br/> 17 A. He was based in Illinois -- all over.<br/> 18 Q. So Jim Cox, through 2017, actually made sales<br/> 19 from within the state of Illinois, correct?<br/> 20 MR. ZEITLIN: Objection as to form and it --<br/> 21 you may answer, if you're able to.<br/> 22 A. He -- he nurtured relationships but he did<br/> 23 not have the authority to bind the company in any<br/> 24 agreements.<br/> 25 Q. What do you mean by Jim Cox nurtured</p> | <p style="text-align: right;">Page 72</p> <p>1 PowerPoint presentation?<br/> 2 MR. ZEITLIN: Objection as to form. You may<br/> 3 answer.<br/> 4 A. I -- I was not a party to it so I don't know<br/> 5 for sure, but it typically is part of our sales<br/> 6 process.<br/> 7 Q. And is that a -- when -- that's basically a<br/> 8 sales pitch that's done online, is that correct?<br/> 9 MR. ZEITLIN: Objection as to form. You may<br/> 10 answer.<br/> 11 A. Through a video conference such as the one<br/> 12 we're using right now, yes.<br/> 13 Q. Do you know whether anybody from Ecolab -- or<br/> 14 sorry, strike that. Do you know whether anybody from<br/> 15 ATS ever traveled to Illinois to meet with anybody at<br/> 16 Ecolab?<br/> 17 A. No, I don't believe that they did.<br/> 18 Q. Do you know what -- one way or the other? 1:41:04<br/> 19 A. With absolute certainty? No. I do know that<br/> 20 Ecolab started as a Canadian installation and so the<br/> 21 initial engagement was with representatives in Canada.<br/> 22 And actually, could you repeat that question again?<br/> 23 Q. I forgot it.<br/> 24 RECORDER: Do you want me to go back?<br/> 25 MR. ZEITLIN: Sure.</p>  |



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| <p style="text-align: right;">Page 73</p> <p>1 RECORDER: Okay. Here. Share screen.<br/> 2 (Record replayed)<br/> 3 WITNESS: No, no, that's fine, yes.<br/> 4 A. Yeah, I -- it -- it was -- I -- I wasn't sure<br/> 5 if it was about the travel, so yes. No, I don't<br/> 6 believe that anybody traveled to Illinois, and I'm<br/> 7 pretty confident about that.<br/> 8 Q. To your knowledge, in the past five years has<br/> 9 ATS attended any trade shows or conferences in the<br/> 10 state of Illinois?<br/> 11 MR. ZEITLIN: Objection. You may answer, if<br/> 12 you're able to.<br/> 13 A. Within the last five years, yes, I am aware<br/> 14 of some.<br/> 15 Q. Okay. Which -- which ones? 1:43:38<br/> 16 A. I believe it was a Campus -- Campus Tech<br/> 17 trade show and possibly a Workday Rising event, a<br/> 18 Workday event. These would have been before 2018.<br/> 19 Q. What was the purpose of those conferences?<br/> 20 MR. ZEITLIN: Objection. You may answer.<br/> 21 A. So at -- at Workday Rising events, we usually<br/> 22 attend -- sometimes we might have a --<br/> 23 Q. Can you -- can you do your question -- answer<br/> 24 over? It froze.<br/> 25 A. Sure. Sure. So we attend Workday events.</p>  | <p style="text-align: right;">Page 75</p> <p>1 MR. ZEITLIN: Objection as to form and scope,<br/> 2 but you may answer if you're able.<br/> 3 A. Well, generally they come to us. Once --<br/> 4 maybe someone responds or reacts to an email that they<br/> 5 received and they reach out to us. Could they be<br/> 6 located in Illinois? Yes.<br/> 7 Q. If ATS doesn't do any business in Illinois,<br/> 8 why is it registered with the Illinois secretary of<br/> 9 state?<br/> 10 MR. ZEITLIN: Objection as to form, and I'm<br/> 11 going to instruct the witness not to answer that<br/> 12 question. It's not -- doesn't go to personal<br/> 13 jurisdiction, why ATS is registered with the -- with<br/> 14 the Illinois secretary of state.<br/> 15 Q. Well, does ATS do business in the state of<br/> 16 Illinois?<br/> 17 MR. ZEITLIN: Objection. I think we've just<br/> 18 been spending the last two hours discussing the<br/> 19 business ATS does in Illinois, so I think that<br/> 20 question's been asked and answered, but you may answer<br/> 21 it again if you like.<br/> 22 A. Well, I'm actually not clear on the<br/> 23 definition of "doing business" according to the<br/> 24 secretary of state.<br/> 25 Q. What does ATS do within the state of</p> |
| <p style="text-align: right;">Page 74</p> <p>1 We might -- sometimes we'll have a booth to show --<br/> 2 display the time clocks, talk to users who might need<br/> 3 time clocks. The Campus Tech trade show, we do have<br/> 4 some higher education institutions who are TimeCom<br/> 5 customers, and so it was a -- would be an opportunity<br/> 6 to showcase the time clock devices to higher education<br/> 7 institutions who might need them.<br/> 8 Q. Does ATS do any advertising that ends up in<br/> 9 the state of Illinois, to your knowledge?<br/> 10 A. It -- most of it is through the Web or the<br/> 11 Internet. Who views it, I couldn't tell you where<br/> 12 they're located.<br/> 13 Q. What does ATS do to get leads in Illinois?<br/> 14 MR. ZEITLIN: Objection as to form. You may<br/> 15 answer. 1:45:23<br/> 16 A. We don't specifically look for leads in<br/> 17 Illinois. We look for leads globally. But again it's<br/> 18 through the relationship with Workday, with their sales<br/> 19 team, attending Workday events. We work with system<br/> 20 integrators so we get referrals through there. And we<br/> 21 do email -- broadcast email blasts, but again they're<br/> 22 not geographic specific.<br/> 23 Q. But certainly, ATS reaches out to prospective<br/> 24 customers located within the state of Illinois,<br/> 25 correct?</p> | <p style="text-align: right;">Page 76</p> <p>1 Illinois?<br/> 2 MR. ZEITLIN: Objection as to form. If you<br/> 3 happen to understand the question, you may -- you may<br/> 4 answer.<br/> 5 Q. You froze again. 1:47:30<br/> 6 A. Customers who might have --<br/> 7 Q. Can you -- can you start over?<br/> 8 A. -- locations in Illinois.<br/> 9 Q. I'm sorry. You froze again. Can you start<br/> 10 over?<br/> 11 A. Yeah. No, that's okay. I -- I mean I don't<br/> 12 think we do really anything in the state of Illinois<br/> 13 other than remotely provide services to the customers<br/> 14 that have locations in Illinois.<br/> 15 MR. FISH: Okay. Let me take a short break.<br/> 16 I -- if I have more, it won't be much.<br/> 17 MR. ZEITLIN: Okay.<br/> 18 WITNESS: Okay.<br/> 19 RECORDER: Off record, 10:58 a.m. 1:48:12<br/> 20 (Off the record)<br/> 21 RECORDER: Back on record, 11:03 a.m.<br/> 22 Q. In the answers to personal jurisdiction<br/> 23 interrogatories that Accu-Time -- it responded that, to<br/> 24 the best of its knowledge, Ms. Seals, one of the<br/> 25 Plaintiffs in this case, consented to the collection of</p>  |



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| <p style="text-align: right;">Page 77</p> <p>1 her biometric information in October of 2020. What do<br/>2 you know about that?</p> <p>3 MR. ZEITLIN: I'm going to object. I'm going<br/>4 to object on the grounds that I -- I don't believe that<br/>5 that falls within the scope of any of the nine<br/>6 subjects, but I won't instruct the witness not to<br/>7 answer. If you're able to answer and you know the<br/>8 answer, by all means go ahead.</p> <p>9 A. So I'm sorry. Could you repeat the question?</p> <p>10 Q. Why does Accu-Time believe that Mrs. Seals,<br/>11 one of the Plaintiffs in this case, consented to the<br/>12 collection of her biometric information in October of<br/>13 2020?</p> <p>14 MR. ZEITLIN: Same objection. You may<br/>15 answer.</p> <p>16 A. So I believe that there is a -- something<br/>17 within the system that indicates that she selected "I<br/>18 agree" at that time.</p> <p>19 Q. And was that the first time that she had used<br/>20 the biometric collection device?</p> <p>21 MR. ZEITLIN: Object -- same objection but<br/>22 you may answer.</p> <p>23 A. I don't know. The way that the workflow<br/>24 works, yes.</p> <p>25 Q. Well, was October 2020 when ATS rolled out</p>                                   | <p style="text-align: right;">Page 79</p> <p>1 Are they within the state of Illinois?</p> <p>2 MR. ZEITLIN: Same objection. You may<br/>3 answer.</p> <p>4 A. No, they're in the Amazon Web Services domain<br/>5 -- cloud.</p> <p>6 Q. ATS also put in its answers to personal<br/>7 jurisdiction interrogatories that Ms. Franchini did not<br/>8 use any biometric features on any ATS time clock. What<br/>9 is the -- what's your understanding of the factual<br/>10 basis for that statement?</p> <p>11 MR. ZEITLIN: Same -- same objection. I --<br/>12 again, I don't think it calls with -- falls within any<br/>13 of the nine subjects listed for today's deposition.</p> <p>14 You may answer, if you're able to.</p> <p>15 A. We couldn't find a record in our system of<br/>16 her using a time clock.</p> <p>17 Q. I thought the records were deleted once they<br/>18 were no longer employed.</p> <p>19 A. Within --</p> <p>20 MR. ZEITLIN: Same objection. You may<br/>21 answer. 1:52:21</p> <p>22 A. Yeah, within -- I forget if it's 75 or 80<br/>23 days after -- after that. However, the consent records<br/>24 are kept longer.</p> <p>25 Q. Well, what if she used the biometric</p>  |
| <p style="text-align: right;">Page 78</p> <p>1 the "I agree" screen?</p> <p>2 MR. ZEITLIN: I -- I'm going to object and<br/>3 instruct the witness not to answer. That does not go<br/>4 to personal jurisdiction. That when -- when ATS rolled<br/>5 out a screen does not -- not go to jurisdiction.</p> <p>6 Q. So ATS keeps records of which Illinois-based<br/>7 employees entered into agreements with it to collect<br/>8 their biometric information?</p> <p>9 MR. ZEITLIN: Objection as to form. You may<br/>10 answer, if you're able to.</p> <p>11 A. I'm sorry. Could you repeat the question?</p> <p>12 Q. ATS keeps records of which Illinois-based<br/>13 employees consented to have their biometric information<br/>14 collected, is that correct?</p> <p>15 MR. ZEITLIN: Same objection. You may<br/>16 answer.</p> <p>17 A. Yes. 1:50:52</p> <p>18 Q. Okay. And is that through an electronic log<br/>19 showing the time and date?</p> <p>20 MR. ZEITLIN: Same -- same objection and --<br/>21 and beyond the scope of -- of the personal jurisdiction<br/>22 -- the -- the court's order, but you may answer.</p> <p>23 A. Yes, I believe so. I haven't personally<br/>24 viewed it, but I believe so.</p> <p>25 Q. Do you know where those records are kept?</p> | <p style="text-align: right;">Page 80</p> <p>1 collection device in Illinois before ATS had the<br/>2 consent form on the clock? Then would that not show?</p> <p>3 MR. ZEITLIN: Objection as to form and beyond<br/>4 the scope of the -- of what was designated for today's<br/>5 deposition. You may answer, if you're able.</p> <p>6 A. I'm sorry. Could you repeat the question?</p> <p>7 Q. If Ms. Franchini had utilized the biometric<br/>8 collection device in Illinois prior to the time that<br/>9 ATS rolled out the screen requiring employees to click<br/>10 "I agree," would ATS have had a record of her use of<br/>11 the clock?</p> <p>12 MR. ZEITLIN: Objection as to form and same<br/>13 objections as before. You may answer.</p> <p>14 A. So I can't speak to what we would have had<br/>15 other than we could not find any record of her in our<br/>16 system.</p> <p>17 Q. Do you have any explanation for that -- of<br/>18 why that might be?</p> <p>19 MR. ZEITLIN: Same -- same objections.<br/>20 Beyond the scope and goes -- goes beyond the issue of<br/>21 personal jurisdiction. You may answer, if you're able.</p> <p>22 A. Because we don't have any data. I don't -- I<br/>23 don't -- the data would have been deleted, I guess.</p> <p>24 I'm sure -- I'm sorry, I don't know.</p> <p>25 Q. What data would have been deleted? 1:53:58</p> |

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| <p style="text-align: right;">Page 81</p> <p>1 MR. ZEITLIN: Same objections. You may<br/>2 answer, if you're able.<br/>3 A. So you're asking -- so we do not have a<br/>4 record of her in our system, so if she used it and we<br/>5 don't have the data, my assumption is then it was<br/>6 deleted.<br/>7 Q. And why would it have been deleted?<br/>8 MR. ZEITLIN: Same objections. You may<br/>9 answer, if you're able.<br/>10 A. Because the time period has gone by.<br/>11 Q. The 75 or 80 days?<br/>12 A. Or she's no -- or she was no longer an<br/>13 employee. I -- I -- I don't know.<br/>14 Q. Okay. Both --<br/>15 A. I -- I would be -- I would be speculating.<br/>16 Q. Okay. But both of those items, either the 75<br/>17 or 80 days passed or her no longer being an employee,<br/>18 would be logical answers as to why she was not in the<br/>19 system?<br/>20 MR. ZEITLIN: Same -- same objections and<br/>21 calls for speculation. You may answer.<br/>22 A. Correct. 1:54:54<br/>23 Q. Okay. What does ATS do to make sure that<br/>24 when Illinois-based employees are no longer working for<br/>25 one of its customers their biometric information is</p>  | <p style="text-align: right;">Page 83</p> <p>1 personal jurisdiction. I'm going to instruct the<br/>2 witness not to answer.<br/>3 Q. Cool. I'm showing you what was marked as<br/>4 Exhibit 5 which -- can you see it?<br/>5 A. Yes.<br/>6 Q. Okay. Just kind of generically, I'll flip<br/>7 through. And all I'm going to ask you is this, if this<br/>8 is ATS's standard sales order and sales contract?<br/>9 A. Yes, correct, for -- for TimeCom, yes.<br/>10 Q. Lovely. For the record, this is stamped 4<br/>11 through 22. On the -- the last few pages, one is<br/>12 titled "Equipment Installation," "Express Exchange<br/>13 Service," "ConstantCare Support," those truly and<br/>14 accurately describe the services that are provided to<br/>15 ATS's Illinois-based customers, correct?<br/>16 MR. ZEITLIN: You're -- you're talking about<br/>17 pages 4 to 22, David?<br/>18 MR. FISH: No, 20 to 22.<br/>19 MR. ZEITLIN: We have a hard copy so she's<br/>20 just looking at that.<br/>21 MR. FISH: Oh.<br/>22 MR. ZEITLIN: We thought that might be<br/>23 easier.<br/>24 MR. FISH: Sure. 1:57:50<br/>25 A. Yes, so --</p>   |
| <p style="text-align: right;">Page 82</p> <p>1 deleted?<br/>2 MR. ZEITLIN: No, no, that -- objection.<br/>3 That goes beyond the scope of personal jurisdiction.<br/>4 You -- I'm going to instruct the witness not to answer<br/>5 that.<br/>6 Q. What does ATS do to monitor the ATS biometric<br/>7 collection devices in Illinois to assure that, once an<br/>8 employee separates, their biometric information is off<br/>9 of the terminal that's located in Illinois?<br/>10 MR. ZEITLIN: Same objection.<br/>11 MR. FISH: Are you instructing her not --<br/>12 MR. ZEITLIN: Unless I don't -- unless I<br/>13 don't -- can you -- can you rephrase the question?<br/>14 It's -- it's -- it's a little confusing, so maybe it's<br/>15 -- maybe it's okay but I -- I don't really understand<br/>16 enough -- I don't really understand what you're asking,<br/>17 so.<br/>18 Q. Biometric templates are kept on the<br/>19 customer's time clock in Illinois, correct?<br/>20 A. Correct. 1:56:11<br/>21 Q. What, if anything, does ATS do to make sure<br/>22 that, when an employee separates, the biometric<br/>23 template is taken off of the collection device that's<br/>24 located in Illinois?<br/>25 MR. ZEITLIN: That -- that goes beyond</p> | <p style="text-align: right;">Page 84</p> <p>1 Q. I just want to --<br/>2 A. So those pages are the service descriptions.<br/>3 That is correct.<br/>4 Q. Okay. And they truly and accurately describe<br/>5 the work that ATS performs for its Illinois-based<br/>6 customers?<br/>7 A. Without having -- reading through them, I --<br/>8 I believe so. I don't recall the last time that these<br/>9 were updated, but I would have to read through them to<br/>10 be 100 percent certain.<br/>11 Q. Under the Express Exchange Services, it<br/>12 references that when a biometric collection device is<br/>13 returned to ATS, the terminal will be refurbished and<br/>14 placed in the EES inventory pool. What does EES stand<br/>15 for?<br/>16 A. Express Exchange Service. 1:59:06<br/>17 Q. So when ATS gets a biometric collection<br/>18 device from an Illinois customer and is going to resell<br/>19 it as a refurbished device, what does ATS do to ensure<br/>20 that the biometric information is wiped off of it?<br/>21 MR. ZEITLIN: Objection as to form. You may<br/>22 answer, if you're able.<br/>23 A. So we don't resell them. These -- these<br/>24 devices stay within a pool to be used for EES, but our<br/>25 service repair department that services all -- all --</p> |

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1 all equipment coming from all sources, resellers and  
2 both TimeCom, they -- when the clock is first received,  
3 they -- they delete all of the data that's on it if --  
4 to the extent that there's anything there and then they  
5 begin the repair process.

6 MR. FISH: Okay. Those are my only  
7 questions. Thank you for your time.

8 MR. ZEITLIN: Thank you.

9 RECORDER: Oh, okay. Signature?

10 MR. ZEITLIN: Yeah, the -- it -- we -- we --  
11 the witness reserves the right to -- to read and sign,  
12 yes.

13 RECORDER: Okay. Off record, 11:15 a.m.

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1 CERTIFICATION

2 I certify that the deponent was duly sworn by me and  
3 that the foregoing is a true and correct  
4 transcript from the record of proceedings  
5 in the above-entitled matter.

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8 Kristyn Simpson

9 February 11, 2022

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